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June 15, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$52.50** for the applicable filing fees and fees to obtain **TWO (2) CERTIFIED COPIES** of the **ARTICLES OF AMENDMENT** for the following entity:

EXECUTIVE SHOPPE, INC.
Document Number: P98000077406

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the documents are ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR2.177
Peck/135430-2

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Amended & Restated
Via Hand Delivery

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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6/15/00

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
EXECUTIVE SHOPPE, INC.**

FILED
00 JUN 15 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as the President of Executive Shoppe, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as unanimously approved and adopted during a special meeting of the Board of Directors of the Corporation pursuant to Florida Statutes Section 607.0820 on June 13, 2000 and as approved by the holder of a majority of the Corporation's capital stock in an action by written consent, pursuant to Florida Statutes Section 607.0704, dated June 12, 2000. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Amended and Restated Articles of Incorporation amend and restate in the entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on September 8, 1998.

**ARTICLE I
Name of Corporation**

The name of the corporation is:

EXECUTIVE SHOPPE, INC.

**ARTICLE II
Purpose**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Registered Office and Registered Agent**

The registered office of this corporation is 2250 Lucien Way, Suite 305, Maitland, FL 32765, and the registered agent at this address is Thomas A. Shipley.

**ARTICLE IV
Capital Stock**

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 10,000,000 a par value of \$.0001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 5,000,000 with a par value of \$.001 per share.

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of the Company. Upon liquidation or dissolution of the Company, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

3. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in this Certificate of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (but not above the total number of authorized shares of Preferred Stock and, except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

4. Designation of Series A Convertible Preferred Stock. The Corporation hereby designates 250,000 shares of its total of 5,000,000 shares of Preferred Stock, par value \$.001 per share, authorized for issuance under Section IV(1) of these Articles of Incorporation, as Series A Convertible Preferred Stock. The terms, preferences, limitations and relative rights of the Series A Preferred Stock are set forth hereinbelow.

(a) Certain Definitions. Unless the context otherwise requires, the terms defined in this Section IV(4)(a) shall have, for all purposes of this resolution, the meanings herein specified (with terms defined in the singular having comparable meanings when used in the plural).

Common Stock. The term "Common Stock" shall mean the common stock, par value \$.001 per share, of the Corporation.

Conversion Price. The term "Conversion Price" shall initially mean \$1.00 and thereafter shall be subject to adjustment from time to time pursuant to the terms of Section IV(4)(d) below; provided, however, that in the event that any shares of Redeemed Stock become outstanding, the Conversion Price shall mean the Conversion Price in effect at the close of business of the day immediately preceding the date on which such shares of Redeemed Stock become outstanding multiplied by a fraction, the numerator of which is the number of shares of Common Stock outstanding at the close of business of the day immediately preceding the date on which such shares of Redeemed Stock become outstanding and the denominator of which is the number of shares of Common Stock outstanding (including the Redeemed Stock).

Conversion Rate. The term "Conversion Rate" shall mean the quotient of the Original Issue Price and the Conversion Price, as subject to adjustment from time to time pursuant to the terms of Section IV(4)(d) below.

Liquidation Preference. The term "Liquidation Preference" shall mean \$1.00 per share.

Original Issue Price. The term "Original Issue Price" shall mean \$1.00 per share.

Securities Act. The term "Securities Act" shall mean the Securities Act of 1933, as amended.

Series A Preferred Stock. The term "Series A Preferred Stock" shall mean the 250,000 shares of Series A Convertible Preferred Stock, par value \$.001, per share, of the Corporation which the Corporation has designated under this Section IV(4) of these Articles of Incorporation, from its total of 5,000,000 shares of Preferred Stock, par value \$.001 per share, authorized for issuance pursuant to Section IV(1) of these Articles of Incorporation of the Corporation.

(b) Dividends. Each share of Series A Preferred Stock shall be entitled to a cumulative annual dividend of \$0.40 payable only if, as, and when proceeds are legally available therefor as determined by the Board of Directors. Dividends that are not paid during any fiscal year of the Corporation shall accrue and accumulate, on a non-compounding basis, for payment in later periods.

(c) Distributions upon Liquidation, Dissolution, or Winding Up.

(i) In the event of any voluntary or involuntary liquidation, dissolution, or other winding up of the affairs of the Corporation, before any payment or distribution shall be made to the holders of Common Stock or Junior Preferred Stock, the holders of Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation in cash or property at its fair market value as determined by the Board of Directors of the Corporation the Liquidation Preference per share plus an amount equal to any dividends accrued and unpaid thereon to the date of such liquidation or dissolution or such other winding up. Except as provided in this paragraph, holders of Series A Preferred Stock shall not be entitled to any distribution in the event of liquidation, dissolution, or winding up of the affairs of the Corporation.

(ii) If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the assets of the Corporation shall be insufficient to permit the payment in full of the Liquidation Preference per share plus an amount equal to any dividends accrued and unpaid on the Series A Preferred Stock and the full liquidating payments on all Parity Preferred Stock, then the assets of the Corporation shall be ratably distributed among the holders of Series A Preferred Stock and any

Parity Preferred Stock in proportion to the full amounts to which they would otherwise be respectively entitled if all amounts thereon were paid in full. Neither the consolidation or merger of the Corporation into or with another corporation or corporations, nor the sale, lease, transfer or conveyance of all or substantially all of the assets of the Corporation to another corporation or any other entity shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section IV(4)(c).

(d) Conversion Rights. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Right to Convert. Each share of Series A Preferred Stock shall be convertible, without payment of any additional consideration by the holder thereof, at the option of the holder thereof, at any time after sixty-six (66) months from the date of issuance of such share, into such number of fully paid and nonassessable shares of Common Stock as is determined by multiplying each share of Series A Preferred Stock by the Conversion Rate at the time in effect for such share. The initial Conversion Price per share for Shares of Series A Preferred Stock shall be \$1.00; provided, however, that the Conversion Price for the Series A Preferred Stock shall be adjusted to equal an amount per share of Common Stock equal to six (6) times the earnings per share of Common Stock before interest and taxes.

(ii) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice by messenger, courier or mail, postage prepaid, to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(iii) Recapitalization. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than any subdivision, combination or other transaction provided for elsewhere in this Section IV(4)(d)) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon Conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have

been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section IV(4)(d) with respect to the rights of the holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this Section IV(4)(d) (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(iv) No Fractional Shares. No fractional shares shall be issued upon conversion of the Series A Preferred Stock and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(v) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all the then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holders of such Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes.

(vi) Notices. Any notice required by the provisions of this Section IV(4)(d) to be given to the holders of Series A Preferred Stock shall be deemed given if sent by messenger or courier or deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

(e) Voting Rights. Except as otherwise required by law, the shares of Series A Preferred Stock shall not be entitled to any voting rights.

(f) Redemption Rights. For a period of 180 days after the expiration of two (2) years from the date of issuance of a share of Series A Preferred Stock (the "Redemption Period"), a holder may, at his option, require the Corporation to redeem all or any part of the shares of Series A Preferred Stock purchased by him pursuant at a redemption price equal to \$1.50 per share with no dividends being payable. Each holder's right of redemption is an unsecured contractual obligation of the Corporation. The performance of such obligation is not guaranteed by any person or entity.

After sixty-six (66) months from the date of issuance, each share of Series A Preferred Stock will be subject to a right of redemption by the holder at the price paid per share plus any accrued and unpaid dividends.

The shares of Series A Preferred Stock may be redeemed at the option of the Corporation during a period of 180 days after one year from the date of issuance at a price equal to two (2) times the amount paid per share, upon twenty (20) days' prior written notice to the Shareholder.

(g) Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any voting powers, preferences and relative, participating, optional or other special rights, other than those specifically set forth in this designation (as such designation may be amended from time to time) to the Articles of Incorporation of the Corporation. The shares of Series A Preferred Stock shall have no preemptive or subscription rights.

5. Designation of Series B Convertible Preferred Stock. The Corporation hereby designates 1,000,000 shares of its total of 5,000,000 shares of Preferred Stock, par value \$.001 per share, authorized for issuance under Section IV(1) of these Articles of Incorporation, as Series B Convertible Preferred Stock (the "Series B Stock"). The terms, preferences, limitations and relative rights of the Series B Stock are set forth hereinbelow.

(a) Dividends; Antidilution.

(i) Dividends. The holders of the outstanding Series B Stock shall be paid an annual dividend of \$0.30 payable in cash. In its sole discretion, the Board of Directors may pay such dividend through the issuance of that number of shares of the Corporation's Common Stock, valued at the then fair market price of such Common Stock, equal to such dividend.

(ii) Antidilution. If, whenever shares of Series B Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or shall subdivide its Common Stock into a greater number of shares of Common Stock, or shall combine its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Series B Stock convertible into the same proportionate amount of Common Stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

(b) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a liquidation (a "Liquidation"), the holders of the Series B Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their

ownership thereof, an amount equal to \$2.00 per share of Series B Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all unpaid dividends, if any (the "Preferred Amount"). If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series B Stock shall be insufficient to permit the payment of such holders of the full Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be divided between the shares on a pro rata basis. A consolidation or merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), or a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% of the voting power of the purchasing entity), shall be deemed to be a Liquidation.

Payments made to the holders of the Series B Stock pursuant to this Section shall be made in cash; provided, that in the event of any reorganization, merger or other business combination which is desired to be treated by the Board of Directors as a "pooling of interests" for accounting purposes under Accounting Principles Board Opinion No. 16, each holder of Series B Stock shall receive payments in the same form of consideration as is payable with respect to the common stock. If allowed under such Accounting Principles Board Opinion, such consideration shall be reallocated among the holders of the Series B Stock in a manner to give economic effect to the intent and purpose of this Section.

(c) Voting Rights. The holders of each share of Series B Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series B Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series B Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(d) Conversion. The holders of Series B Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Right to Convert. Each share of Series B Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and nonassessable Common Stock, subject to the proportionate adjustments set forth in Section VI(5)(a)(ii).

(ii) Automatic Conversion. Each share of Series B Stock shall automatically be converted into one share of Common Stock, subject to the proportionate adjustments set forth in Section IV(5)(a)(ii), (i) immediately upon the closing of the sale of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan; or (ii) upon the Company obtaining gross proceeds from the issuance of stock or equity oriented debt having not less than a three year term of \$5,000,000 or more within 24 months of the completion of the sale of all shares of Series B Stock.

(e) Redemption.

(i) Redemption by Corporation. The Corporation may redeem, at any time, all or any portion of the Series B Stock then outstanding at a redemption price equal to \$3.00 per share, payable by the Corporation to the holder in cash on the date of redemption. In the event the Corporation exercises such right to redeem the Series B Stock, it shall send written notice to the holder of such Series B Stock at the address reflected in the Corporation's books 30 days prior to the date of redemption.

(ii) Redemption by Holder. At any time after five years from the date of purchase, any holder of Series B Stock shall have the right to require the Corporation to repurchase all or any portion of the shares of Series B Stock held by such holder at a purchase price of \$3.00 per share. The holder shall send notice to the Corporation setting forth the date of repurchase by the Corporation. The Corporation shall pay such purchase price to the holder of the Series B Stock repurchased by the Corporation in three equal annual installments, with the first payment due to the holder one year from the date of repurchase.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The principal office of the Corporation is 2205 Lucian Way, Suite 305, Maitland, FL 32765. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Board of Directors

The corporation shall have that number of directors as provided in the Corporation's bylaws.

ARTICLE X
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation have been signed by the President of the Corporation this 12 day of June, 2000.

Executive Shoppe, Inc.


Thomas A. Shipley
President