

Division of Corporations

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P99000007758

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Division of Corporations  
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## BASIC AMENDMENT

IVIEWIT, INC.

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Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 20, 1999

IVIEWIT, INC.  
500 SE MIZNER BLVD STE 102  
BOCA RATON, FL 33432

SUBJECT: IVIEWIT, INC.  
REF: P99000007758

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors. ✓

THE TITLE OF THE SIGNOR MUST INCLUDE ":DIRECTOR".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: E99000012116  
Letter Number: 399A00027950

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
iviewit, Inc.**

**FILED**  
99 MAY 20 AM 10:09  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST: THAT ARTICLE V BE AMENDED TO READ AS FOLLOWS:**

**"ARTICLE V  
CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is 7,000,000 shares, of which 5,000,000 shares shall be Class A Voting Common Stock having a par value of \$.01 per share (the "Class A Common Stock"), 1,000,000 shares shall be Class B Non-Voting Common Stock having a par value of \$.01 per share (the "Class B Common Stock") and 1,000,000 shares shall be Preferred Stock having a par value of \$.01 per share (the "Preferred Stock"). Except as set forth in this Article V, the Class A Common Stock and the Class B Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

(1) Dividends, Combinations, Subdivisions and Mergers. Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and distributions, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor, provided that all such dividends and distributions shall be paid or made in equal amounts, share for share, to the holders of Class A Common Stock and Class B Common Stock as a single class.

Donald E. Thompson, II, Esq.  
FL Bar No. 0608262  
Proskauer Rose LLP  
2255 Glades Road, Suite 340W  
Boca Raton, FL 33431  
561/995-4721

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In the case the Corporation shall at anytime: (a) declare a dividend on the Corporation's Class A Common Stock payable in shares of Class A Common Stock, (b) subdivide the outstanding shares of Class A Common Stock into a greater number of shares, (c) combine the outstanding shares of Class A Common Stock into a smaller number of shares, (d) make a distribution on Class A Common Stock in shares of its capital stock other than Class A Common Stock, or (e) issue any shares of its capital stock in a reclassification of Class A Common Stock (including any such reclassification in connection with a consolidation or merger in which the Corporation is the continuing corporation), then as promptly as practicable after any of such events the outstanding shares of the Class B Common Stock shall be likewise proportionately and on the same per share basis be adjusted or affected, except that in the event any dividend on the Class A Common Stock shall be declared in shares of Class A Common Stock, such dividends shall be declared at the same rate per share on the Class B Common Stock, but the dividend payable on Class B Common Stock shall be payable in shares of Class B Common Stock.

(2) Rights on Liquidation. Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation available for distribution to stockholders shall be distributed in equal amounts per share to the holders of the Class A Common Stock and the Class B Common Stock. For purposes of this paragraph, a consolidation or merger of the Corporation with any other corporation, or the sale, transfer or lease by the Corporation of all or substantially all of its assets, shall not constitute or be deemed a liquidation, dissolution or winding up of the Corporation.

(3) Voting. Subject to the voting powers, if any, granted to the holders of any series of Preferred Stock, and except as otherwise required by law, the Class A Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes and each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held. Except as otherwise required by law, the Class B Common Stock shall have no voting rights on any matter.

(4) Conversion of Class B Common Stock. Each share of the Class B Common Stock shall be automatically converted into upon the earlier of: (i) May 15, 2001 and (ii) the date that any Registration Statement (as defined) filed by the Corporation with the Securities and Exchange Commission relating to an initial public offering of shares of Class A Common Stock is declared effective, without further action by the holder thereof, into fully paid and non-assessable shares of the Corporation's Class A Common Stock, at the conversion ratio of one share of Class B Common Stock for each share of Class A Common Stock. "Registration Statement" means a registration statement filed by the Corporation with the Securities and Exchange Commission for a public offering and sale of securities of the Corporation (other than a registration statement on Form S-4 or Form S-8,

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or their successors, or any other form for a limited purpose, or any registration statement covering only securities proposed to be issued in exchange for securities or assets of another corporation).

(i) If the shares of Class B Common Stock are automatically converted, written notice shall be delivered to the holders of the Class B Common Stock at the address last shown on the records of the Corporation for the holder or given by such holders to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located, notifying the holder of the conversion to be effected, specifying the date on which such conversion occurred and calling upon such holders to surrender to the Corporation, in the manner and at the place designated, the certificate(s) representing shares of the Class B Common Stock. Notwithstanding any failure by holders to deliver such certificates, after the conversion date all such certificates shall be deemed to represent the appropriate number of shares of Class A Common Stock.

(ii) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the Class B Common Stock, the full number of shares of Class A Common Stock then deliverable upon the conversion or exchange of all shares of the Class B Common Stock at the time outstanding. If at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of the Class B Common Stock, the Corporation shall take such corporate action as may in the opinion of its counsel be necessary to increase its authorized but unissued Class A Common Stock to such number of shares as shall be sufficient for those purposes.

(5) Terms of Preferred Stock. The Board of Directors shall have authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution or resolutions providing for the issuance of shares of Preferred Stock in series, the following:

(i) The number of shares which will constitute such series and the designation of such series;

(ii) The voting powers, full or limited, of such series or that such series shall have no voting power;

(iii) The rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or non-cumulative;

(iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate or rates or the price or prices at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;

(v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such fund;

(vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation;

(vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, the price or prices or rate or rates of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange; and

(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares.

(6) Adjustment of Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution or resolutions fixing the voting rights of such class or series.

(7) No Preemptive Rights. The holders of shares of Class A Common Stock, Class B Common Stock or Preferred Stock of the Corporation shall not be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the Corporation."

**SECOND:** The date of the adoption of the amendment by the Board of Directors, prior to the issuance of any shares, was May 19, 1999.

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**THIRD:** Adoption of Amendment

The foregoing amendment was submitted to a vote of the Board of Directors of the Corporation, which vote was evidenced by written action of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 19<sup>th</sup> day of May, 1999.

By: 

Name: Eliot I. Bernstein

Title: President and Director

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