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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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BASIC AMENDMENT

STARQUEST NETWORKS INC.

Certificate of Status	0
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Estimated Charge	\$43.75

Amendment

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 28, 1999

STARQUEST NETWORKS INC.  
400 NORTH FLAGLER DRIVE  
WEST PALM BEACH, FL 33401

SUBJECT: STARQUEST NETWORKS INC.  
REF: P99000010932

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

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: E99000015628  
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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
STARQUEST NETWORKS INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, on June 25, 1999, holders of a majority of the shares and a majority of the directors of Starquest Networks Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent in lieu of a meeting:

RESOLVED: That the Corporation designate ninety nine million (99,000,000) shares of its authorized capital stock as a class to be called "Class A Common Stock."

RESOLVED: That all of the currently issued and outstanding shares of the Corporation's capital stock be classified as Class A Common Stock.

RESOLVED: That the Corporation designate one million (1,000,000) shares of its authorized capital stock as a class to be called "Class B Common Stock".

RESOLVED: That the Class A Common Stock and Class B Common Stock have the attributes set forth on attached Exhibit "A".

RESOLVED: That the Corporation set the number of seats on its Board of Directors at five (5).

RESOLVED: That the Articles of Incorporation, as amended, of the Corporation be further amended to reflect the foregoing resolutions.

The number of votes cast for the foregoing resolution by the shareholders was sufficient for approval.

NOW, THEREFORE, in accordance with the foregoing resolutions, Articles III and VI of the Corporation's Articles of Incorporation

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H99000015628 3**ARTICLE III. CAPITAL STOCK**

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one hundred million (100,000,000) shares of common stock having a par value of \$0.01 per share. The common stock shall consist of ninety nine million (99,000,000) shares of common stock designated as Class A Common Stock and one million (1,000,000) shares of common stock designated as Class B Common Stock. The Class A Common Stock and Class B Common Stock shall have the same rights and privileges except as follows:

(a) Except as provided hereinbelow, the holder of each share of Class A Common Stock and Class B Common Stock shall be entitled to one vote per share and shall otherwise have equal economic rights, voting rights and powers. With respect to the election of members of the Board of Directors, the holders of Class B Common Stock shall vote together as a single class to elect two (2) members of the Board of Directors (whose seats on the Board of Directors shall remain vacant until such time as the holders of Class B Common Stock exercise their rights under the June 21, 1999 Subscription Agreement [as defined below] to elect such members), and the holders of Class B Common Stock shall vote together with the holders of Class A Common Stock to elect the remaining members of the Board of Directors. Each holder of a share of the Class B Common Stock shall be entitled to receive the same prior notice of any shareholders' meeting as provided to the holders of Class A Common Stock in accordance with the Bylaws of the Corporation, as well as prior notice of all shareholder actions to be taken by legally available means in lieu of a meeting, and shall vote with holders of Class A Common Stock upon any matter submitted to a vote of shareholders, except those matters required by law, or by the terms hereof, to be submitted to a class vote of the holders of Class B Common Stock.

(b) If shares of Class A Common Stock outstanding at any time are split or subdivided, whether by stock distribution, reclassification, recapitalization or otherwise, so as to increase the number of shares thereof issued and outstanding, then the shares of Class B Common Stock shall be split or subdivided, whether by stock distribution, reclassification, recapitalization or otherwise, so that the number of shares thereof outstanding

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shall be proportionately increased in order to maintain the same proportionate equity ownership between the holders of Class A Common Stock and Class B Common Stock as existed immediately prior to the split or subdivision.

(c) If shares of Class A Common Stock outstanding at any time are reverse split or combined, whether by reclassification, recapitalization or otherwise, so as to decrease the number of shares thereof issued and outstanding, then the shares of Class B Common Stock shall be reverse split or combined so that the number of shares thereof outstanding shall be proportionately decreased in order to maintain the same proportionate ownership between the holders of Class A Common Stock and Class B Common Stock as existed immediately prior to the reverse split or combination.

(d) In the event that the Corporation proposes to issue, grant or sell, including otherwise than for money (an "Offering"), (i) any shares of voting capital stock (for purposes of this paragraph (d), being defined as "Shares") or (ii) any option, warrant, security, right or other instrument convertible into or exchangeable or exercisable for, or otherwise giving the holder thereof the right to acquire, directly or indirectly, any Shares or any other such option, warrant, security, right or instrument, and any instrument the value of which is measured by reference to the value of Shares (collectively being defined for purposes of this paragraph (d) as "Rights"), then the Corporation shall be obligated to offer to holders of Class A Common Stock and holders of Class B Common Stock, and such holders shall have the option to purchase, Shares or Rights offered in the Offering on a pro rata basis, as described below.

The Corporation shall give to its holders written notice containing a description of the proposed terms of the Offering, which notice shall constitute an offer by the Corporation to sell the offered securities to such holders. The Corporation's notice shall set forth the identity of each proposed offeree in the Offering to the extent known by the Corporation on the date notice is given. Each such holder shall have twenty (20) days from receipt of such notice within which to give the Corporation written notice that it elects to purchase its pro rata share (or stating the number of shares if less than pro rata) of such securities in accordance with said offer. The pro rata share of

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such securities to which each such holder shall be entitled shall be in the proportion that the number of shares of capital stock of all classes held by such holder bears to the total number of outstanding shares of all classes before the issuance of the securities then proposed to be issued and sold by the Corporation.

During the ninety (90) day period immediately following the expiration of the aforementioned election period, the Corporation may effect the issuance of the securities which the holders have not elected to purchase, but only at the price and on the terms and conditions stated in the notice described above.

Notwithstanding the foregoing, the provisions of this paragraph (d) shall not apply to: (1) the issuance of Shares pursuant to an effective Registration Statement on Form S-1 or SB-2 (or similar form of general application prescribed by the Securities and Exchange Commission) filed under the Securities Act of 1933, as amended, in connection with a public offering of common stock conducted on a firmly underwritten basis, at a price to the public of at least ten dollars (\$10.00) per share (appropriately adjusted for stock splits, combinations, mergers and similar events affecting the common stock) and having an aggregate offering price to the public of at least fifty million dollars (\$50,000,000); (2) the issuance of not to exceed four hundred thousand (400,000) shares of Class A Common Stock (provided that such number shall be appropriately adjusted for any stock splits, stock dividends, recapitalizations or similar events) issued pursuant to options, warrants or rights granted to purchase such shares of Class A Common Stock, issuable to employees of the Corporation pursuant to bona fide employee stock option plans created in accordance with Section 422 of the Internal Revenue Code of 1986, as amended, or similar subsequent legislation or pursuant to a non-statutory stock option plan or agreement; provided that any such non-statutory stock option plan or agreement shall provide that any options thereunder not be granted for less than the fair market value of the stock into which they are exercisable; provided, further, that such options are approved by the Board of Directors, including the directors to be elected by the holders of Class B Common Stock; and (3) the issuance of five hundred sixty five thousand two hundred ninety two (565,292) shares of Class B Common Stock to Earl L. Jones, Jr. pursuant to a Subscription Agreement dated June 21, 1999 among the Corpora-

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tion, Robert M. Adler, Jr. and Earl L. Jones, Jr. (the "June 21, 1999 Subscription Agreement").

(e) The aggregate funds legally available for distribution to the shareholders in the event of a liquidation or dissolution of the Corporation or a winding-up of its affairs, whether voluntary or involuntary, or the net proceeds (defined for these purposes to mean the proceeds, whether cash, securities or property, available for distribution to shareholders or payable to the shareholders by reason of the Sale or Merger (defined below)) of a Sale or Merger of the Corporation, shall be distributed pro rata to each holder of common stock.

For purposes of this paragraph (e), a "Sale or Merger" of the Corporation shall mean (i) the sale of all or substantially all the Corporation's assets or (ii) the acquisition of the Corporation by another entity by way of merger or consolidation resulting in the exchange of the outstanding shares of the Corporation for securities or consideration (including cash or property) issued or delivered, or caused to be issued or delivered, by the acquiring corporation or its parent or subsidiary.

(f) No holder of any class of the Corporation's common stock presently has registration rights; provided, however, that the Corporation shall have the power to enter into contracts (e.g., Registration Rights Agreements) with any person or group of persons to provide such person or persons with contractual registration rights as to the shares of Class A Common Stock or Class B Common Stock acquired by such person or persons upon such terms and in such manner as the Board of Directors of the Corporation, in its sole discretion, shall from time to time determine.

(g) The Corporation shall notify each holder of Class B Common Stock at least ninety (90) days prior to the anticipated effective date of a Registration Statement on Form S-1 or SB-2 (or similar form of general application prescribed by the Securities and Exchange Commission) filed by the Corporation under the Securities Act of 1933, as amended, in connection with a public offering of common stock conducted on a firmly underwritten basis, at a price to the public of at least ten dollars (\$10.00) per share (appropriately adjusted for stock splits, combinations, mergers and similar events affecting the common stock) and having

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an aggregate offering price to the public of not less than fifty million dollars (\$50,000,000) (such offering being referred to hereinafter as a "Substantial Public Offering"). Upon the closing of, but effective immediately prior to, the first sale in a Substantial Public Offering, each and every share of outstanding Class B Common Stock held by all holders of Class B Common Stock shall automatically be converted into Class A Common Stock, on a share-for-share basis. Such conversion shall be automatic, without any further action by the holders of shares of Class B Common Stock and regardless of whether the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Class A Common Stock issuable upon such conversion unless certificates evidencing such shares of Class B Common Stock so converted are surrendered to the Corporation or the Corporation has received an affidavit attesting to the mutilation, destruction, loss or theft of such certificates. Upon the conversion of the Class B Common Stock pursuant to this paragraph (g), the Corporation shall promptly send written notice thereof, by registered or certified mail, return receipt requested and postage prepaid, by hand-delivery or by overnight delivery, to each holder of record of Class B Common Stock at his or its address then shown on the records of the Corporation, which notice shall state that certificates evidencing shares of Class B Common Stock or an affidavit attesting to the mutilation, destruction, loss or theft of such certificates must be surrendered at or delivered to the office of the Corporation (or of its transfer agent for the common stock, if applicable).

(h) The Corporation shall have no authority to create any class or series of capital stock or any class or series of debt securities with equity features or with any dividends, redemption or liquidation privileges senior to either the Class A Common Stock or the Class B Common Stock without first obtaining the affirmative vote or written consent of the holders of not less than two thirds (2/3) of the aggregate shares of the Class B Common Stock outstanding. Except as otherwise explicitly provided herein, the Corporation shall have no authority to (i) increase or decrease the aggregate number of authorized shares of Class B Common Stock, (ii) issue any shares of Class B Common Stock other than the shares to be issued under the June 21, 1999 Subscription Agreement, (iii) exchange or reclassify all or part

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of the shares of Class B Common Stock into shares of another class or series, (iv) exchange or reclassify, or create any right of exchange, of all or part of the shares of another series or class into shares of Class B Common Stock, (v) change the designation, rights, preferences or limitations of all or part of the shares of Class B Common Stock, (vi) effect any of the other changes set forth in Section 607.1004 or any successor provision of the Florida Business Corporation Act (as the same may be amended or modified), (vii) create any new class or series of shares having voting rights that are superior or substantially equal to those of either the Class A Common Stock or the Class B Common Stock, and (viii) change the voting rights of an existing class or series of shares to give such class or series voting rights that are superior or substantially equal to those of the Class B Common Stock; in each case without first obtaining the affirmative vote or written consent of the holders of not less than two thirds (2/3) of the aggregate shares of the Class B Common Stock outstanding.

(i) Each and every share of outstanding Class B Common Stock may be converted into the same number of shares of Class A Common Stock at any time upon request by the holder thereof to the Corporation.

#### ARTICLE VI. DIRECTORS

The Corporation shall have five (5) directors, consisting of two (2) directors to be elected by the holders of Class B Common Stock under paragraph (a) of Article III of these Articles of Incorporation (whose seats on the Board of Directors shall remain vacant until such time as the holders of Class B Common Stock exercise their right to elect such directors), and three (3) other directors elected in accordance with Article III.

On the date of filing of these Articles of Amendment with the Florida State Department, each issued and outstanding share of the Corporation's previously authorized common stock (the "Old Common Stock") shall automatically be classified and converted into the same number of validly issued, fully-paid and nonassessable shares of Class A Common Stock, reflecting a conversion ratio of one-for-one. Each certificate that heretofore represented shares of Old Common Stock shall now represent the same number of shares of Class A Common Stock, reflecting classifica-

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tion and conversion.

IN WITNESS WHEREOF, the secretary/treasurer of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 25th day of June, 1999 and does hereby certify under penalties of perjury that the facts stated in these Articles of Amendment to the Articles of Incorporation are true.

  
Jane H. Adler, Secretary/Treasurer

Mark H. Mirkin, Esq.  
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H990000156283

H990000156283**Exhibit "A"**

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one hundred million (100,000,000) shares of common stock having a par value of \$0.01 per share. The common stock shall consist of ninety nine million (99,000,000) shares of common stock designated as Class A Common Stock and one million (1,000,000) shares of common stock designated as Class B Common Stock. The Class A Common Stock and Class B Common Stock shall have the same rights and privileges except as follows:

(a) Except as provided hereinbelow, the holder of each share of Class A Common Stock and Class B Common Stock shall be entitled to one vote per share and shall otherwise have equal economic rights, voting rights and powers. With respect to the election of members of the Board of Directors, the holders of Class B Common Stock shall vote together as a single class to elect two (2) members of the Board of Directors (whose seats on the Board of Directors shall remain vacant until such time as the holders of Class B Common Stock exercise their rights under the June 21, 1999 Subscription Agreement [as defined below] to elect such members), and the holders of Class B Common Stock shall vote together with the holders of Class A Common Stock to elect the remaining members of the Board of Directors. Each holder of a share of the Class B Common Stock shall be entitled to receive the same prior notice of any shareholders' meeting as provided to the holders of Class A Common Stock in accordance with the Bylaws of the Corporation, as well as prior notice of all shareholder actions to be taken by legally available means in lieu of a meeting, and shall vote with holders of Class A Common Stock upon any matter submitted to a vote of shareholders, except those matters required by law, or by the terms hereof, to be submitted to a class vote of the holders of Class B Common Stock.

(b) If shares of Class A Common Stock outstanding at any time are split or subdivided, whether by stock distribution, reclassification, recapitalization or otherwise, so as to increase the number of shares thereof issued and outstanding, then the shares of Class B Common Stock shall be split or subdivided, whether by stock distribution, reclassification, recapitalization or otherwise, so that the number of shares thereof outstanding shall be proportionately increased in order

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to maintain the same proportionate equity ownership between the holders of Class A Common Stock and Class B Common Stock as existed immediately prior to the split or subdivision.

(c) If shares of Class A Common Stock outstanding at any time are reverse split or combined, whether by reclassification, recapitalization or otherwise, so as to decrease the number of shares thereof issued and outstanding, then the shares of Class B Common Stock shall be reverse split or combined so that the number of shares thereof outstanding shall be proportionately decreased in order to maintain the same proportionate ownership between the holders of Class A Common Stock and Class B Common Stock as existed immediately prior to the reverse split or combination.

(d) In the event that the Corporation proposes to issue, grant or sell, including otherwise than for money (an "Offering"), (i) any shares of voting capital stock (for purposes of this paragraph (d), being defined as "Shares") or (ii) any option, warrant, security, right or other instrument convertible into or exchangeable or exercisable for, or otherwise giving the holder thereof the right to acquire, directly or indirectly, any Shares or any other such option, warrant, security, right or instrument, and any instrument the value of which is measured by reference to the value of Shares (collectively being defined for purposes of this paragraph (d) as "Rights"), then the Corporation shall be obligated to offer to holders of Class A Common Stock and holders of Class B Common Stock, and such holders shall have the option to purchase, Shares or Rights offered in the Offering on a pro rata basis, as described below.

The Corporation shall give to its holders written notice containing a description of the proposed terms of the Offering, which notice shall constitute an offer by the Corporation to sell the offered securities to such holders. The Corporation's notice shall set forth the identity of each proposed offeree in the Offering to the extent known by the Corporation on the date notice is given. Each such holder shall have twenty (20) days from receipt of such notice within which to give the Corporation written notice that it elects to purchase its pro rata share (or stating the number of shares if less than pro rata) of such securities in accordance with said offer. The pro rata share of such securities to which each such holder shall be entitled shall be in the proportion that the number of shares of capital stock

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of all classes held by such holder bears to the total number of outstanding shares of all classes before the issuance of the securities then proposed to be issued and sold by the Corporation.

During the ninety (90) day period immediately following the expiration of the aforementioned election period, the Corporation may effect the issuance of the securities which the holders have not elected to purchase, but only at the price and on the terms and conditions stated in the notice described above.

Notwithstanding the foregoing, the provisions of this paragraph (d) shall not apply to: (1) the issuance of Shares pursuant to an effective Registration Statement on Form S-1 or SB-2 (or similar form of general application prescribed by the Securities and Exchange Commission) filed under the Securities Act of 1933, as amended, in connection with a public offering of common stock conducted on a firmly underwritten basis, at a price to the public of at least ten dollars (\$10.00) per share (appropriately adjusted for stock splits, combinations, mergers and similar events affecting the common stock) and having an aggregate offering price to the public of at least fifty million dollars (\$50,000,000); (2) the issuance of not to exceed four hundred thousand (400,000) shares of Class A Common Stock (provided that such number shall be appropriately adjusted for any stock splits, stock dividends, recapitalizations or similar events) issued pursuant to options, warrants or rights granted to purchase such shares of Class A Common Stock, issuable to employees of the Corporation pursuant to bona fide employee stock option plans created in accordance with Section 422 of the Internal Revenue Code of 1986, as amended, or similar subsequent legislation or pursuant to a non-statutory stock option plan or agreement; provided that any such non-statutory stock option plan or agreement shall provide that any options thereunder not be granted for less than the fair market value of the stock into which they are exercisable; provided, further, that such options are approved by the Board of Directors, including the directors to be elected by the holders of Class B Common Stock; and (3) the issuance of five hundred sixty five thousand two hundred ninety two (565,292) shares of Class B Common Stock to Earl L. Jones, Jr. pursuant to a Subscription Agreement dated June 21, 1999 among the Corporation, Robert M. Adler, Jr. and Earl L. Jones, Jr. (the "June 21, 1999 Subscription Agreement").

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(e) The aggregate funds legally available for distribution to the shareholders in the event of a liquidation or dissolution of the Corporation or a winding-up of its affairs, whether voluntary or involuntary, or the net proceeds (defined for these purposes to mean the proceeds, whether cash, securities or property, available for distribution to shareholders or payable to the shareholders by reason of the Sale or Merger (defined below)) of a Sale or Merger of the Corporation, shall be distributed pro rata to each holder of common stock.

For purposes of this paragraph (e), a "Sale or Merger" of the Corporation shall mean (i) the sale of all or substantially all the Corporation's assets or (ii) the acquisition of the Corporation by another entity by way of merger or consolidation resulting in the exchange of the outstanding shares of the Corporation for securities or consideration (including cash or property) issued or delivered, or caused to be issued or delivered, by the acquiring corporation or its parent or subsidiary.

(f) No holder of any class of the Corporation's common stock presently has registration rights; provided, however, that the Corporation shall have the power to enter into contracts (e.g., Registration Rights Agreements) with any person or group of persons to provide such person or persons with contractual registration rights as to the shares of Class A Common Stock or Class B Common Stock acquired by such person or persons upon such terms and in such manner as the Board of Directors of the Corporation, in its sole discretion, shall from time to time determine.

(g) The Corporation shall notify each holder of Class B Common Stock at least ninety (90) days prior to the anticipated effective date of a Registration Statement on Form S-1 or SB-2 (or similar form of general application prescribed by the Securities and Exchange Commission) filed by the Corporation under the Securities Act of 1933, as amended, in connection with a public offering of common stock conducted on a firmly underwritten basis, at a price to the public of at least ten dollars (\$10.00) per share (appropriately adjusted for stock splits, combinations, mergers and similar events affecting the common stock) and having an aggregate offering price to the public of not less than fifty million dollars (\$50,000,000) (such offering being referred to hereinafter as a "Substantial Public Offering"). Upon the closing of, but effective immediately prior to, the first sale in

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a Substantial Public Offering, each and every share of outstanding Class B Common Stock held by all holders of Class B Common Stock shall automatically be converted into Class A Common Stock, on a share-for-share basis. Such conversion shall be automatic, without any further action by the holders of shares of Class B Common Stock and regardless of whether the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Class A Common Stock issuable upon such conversion unless certificates evidencing such shares of Class B Common Stock so converted are surrendered to the Corporation or the Corporation has received an affidavit attesting to the mutilation, destruction, loss or theft of such certificates. Upon the conversion of the Class B Common Stock pursuant to this paragraph (g), the Corporation shall promptly send written notice thereof, by registered or certified mail, return receipt requested and postage prepaid, by hand-delivery or by overnight delivery, to each holder of record of Class B Common Stock at his or its address then shown on the records of the Corporation, which notice shall state that certificates evidencing shares of Class B Common Stock or an affidavit attesting to the mutilation, destruction, loss or theft of such certificates must be surrendered at or delivered to the office of the Corporation (or of its transfer agent for the common stock, if applicable).

(h) The Corporation shall have no authority to create any class or series of capital stock or any class or series of debt securities with equity features or with any dividends, redemption or liquidation privileges senior to either the Class A Common Stock or the Class B Common Stock without first obtaining the affirmative vote or written consent of the holders of not less than two thirds (2/3) of the aggregate shares of the Class B Common Stock outstanding. Except as otherwise explicitly provided herein, the Corporation shall have no authority to (i) increase or decrease the aggregate number of authorized shares of Class B Common Stock, (ii) issue any shares of Class B Common Stock other than the shares to be issued under the June 21, 1999 Subscription Agreement, (iii) exchange or reclassify all or part of the shares of Class B Common Stock into shares of another class or series, (iv) exchange or reclassify, or create any right of exchange, of all or part of the shares of another series or class into shares of Class B Common Stock, (v) change the designation, rights, preferences or limitations of all or part of

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the shares of Class B Common Stock, (vi) effect any of the other changes set forth in Section 607.1004 or any successor provision of the Florida Business Corporation Act (as the same may be amended or modified), (vii) create any new class or series of shares having voting rights that are superior or substantially equal to those of either the Class A Common Stock or the Class B Common Stock, and (viii) change the voting rights of an existing class or series of shares to give such class or series voting rights that are superior or substantially equal to these if the affirmative vote or written consent of the holders of not less than two thirds (2/3) of the aggregate shares of the Class B Common Stock outstanding.

(i) Each and every share of outstanding Class B Common Stock may be converted into the same number of shares of Class A Common Stock at any time upon request by the holder thereof to the Corporation.

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