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March 17, 2000

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****50.00 *****43.75

Re: Filing of Articles of Amendment to Articles of Incorporation of OnLoan.com, Inc.

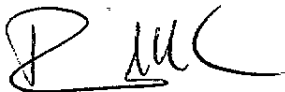
Ladies/Gentlemen:

Enclosed please find an original and one photocopy of the Articles of Amendment to the Articles of Incorporation of OnLoan.com, Inc. for filing with the Secretary of State, together with a check in the amount of \$50.00, representing the fee for filing and obtaining a certified copy of said Articles of Amendment. Also enclosed please find a self-addressed stamped envelope for your use in returning the certified copy to the undersigned.

In the event you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

ONLOAN.COM, INC.



David Kahan
Vice President and General Counsel

FILED
00 MAR 20 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Z:\David\Letters.00 - OL\Secretary of State (FL) - Articles of Amendment.01.wpd

✓
AMENDED
3/28
14

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ONLOAN.COM, INC.**

FILED
00 MAR 20 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), Article III of the Articles of Incorporation, as amended, of ONLOAN.COM, INC., a Florida corporation (the "Corporation"), is hereby amended in its entirety to read as follows:

ARTICLE III

CAPITAL STOCK

1. Authorized Shares. The total number of shares of stock that the Corporation is authorized to issue is One Hundred Ten Million (110,000,000), consisting of One Hundred Million (100,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

2. Common Stock. Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock on each matter submitted to a vote of the shareholders of the Corporation.

3. Series A Convertible Preferred Stock. Five Million (5,000,000) shares of the Preferred Stock shall be designated as Series A Convertible Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock"). The Series A Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations:

3.1 Dividends. Dividends shall not be payable on the Series A Preferred Stock except as provided in this Section 3.1. In the event that the board of directors of the Corporation (the "Board of Directors") shall declare a dividend or other distribution with respect to earnings and profits derived from the operations of the Corporation payable upon the then outstanding shares of Common Stock (other than a stock dividend on the Common Stock payable solely in the form of additional shares of Common Stock), the holders of the Series A Preferred Stock shall be entitled to the amount of dividends or other distributions per share of Series A Preferred Stock as would be declared payable on the largest number of whole shares of Common Stock into which each share of Series A Preferred Stock then held by each holder thereof could be converted pursuant to the provisions of Section 3.4 hereof, such number to be determined as of the record date for the determination of holders of Common Stock entitled to receive such dividends or other distributions; provided, however, the foregoing shall not be applicable with respect to a liquidating dividend or any other dividend attributable to a sale of all the assets of the Corporation.

3.2 Liquidation Rights.

(a) On the voluntary or involuntary liquidation, dissolution or winding up of the Corporation ("Liquidation"), prior to and in preference to any distribution or payment to the holders of the Common Stock, but in any event only after payment of the LOC Draw Amounts (as herein defined), the holders of the Series A Preferred Stock will be entitled to receive out of the assets and funds of the Corporation legally available an amount for each share of Series A Preferred Stock equal to (the "Series A Liquidation Preference"): (a) the Original Purchase Price (as herein defined) for such share of the Series A Preferred Stock; plus (b) interest on the Original Purchase Price for such share of Series A Preferred Stock at the rate of eight percent (8%) per annum from the Issue Date (as herein defined) of such share of Series A Preferred Stock to the date of Liquidation. In the event of a Liquidation, after payment of the LOC Draw Amounts and after payment to the holders of the Series A Preferred Stock of the Series A Liquidation Preference with respect to all of the shares of Series A Preferred Stock, the holders of the Common Stock will be entitled to share on a pro rata basis (in proportion to their relative ownership of Common Stock on a fully diluted basis) in the distribution of all remaining assets and funds of the Corporation available for distribution to its stockholders to the exclusion of the holders of the Series A Preferred Stock until the holders of the Common Stock have received an amount for each share of Common Stock equal to (the "Common Stock Liquidation Preference"): (i) the Original Purchase Price for such share of Common Stock; plus (ii) interest on the Original Purchase Price for such share of Common Stock at the rate of eight percent (8%) per annum from the Issue Date of such share of Common Stock to the date of Liquidation. In the event of a Liquidation, after payment of the LOC Draw Amounts, the Series A Liquidation Preference and the Common Stock Liquidation Preference, the holders of the Series A Preferred Stock and the holders of the Common Stock will be entitled to share on a pro rata basis (in proportion to their relative ownership of capital stock of the Corporation on a fully diluted, "as converted" basis) in the distribution of all remaining assets and funds of the Corporation available for distribution to its stockholders. If in the event of Liquidation, after payment of the LOC Draw Amounts, the Corporation's assets and funds available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full Series A Liquidation Preference, such assets and funds will be distributed ratably among the holders of the Series A Preferred Stock in proportion to the amount each such holder would otherwise be entitled to receive on such Liquidation. If in the event of Liquidation, after payment of the LOC Draw Amount and the Series A Liquidation Preference, the Corporation's assets and funds available for distribution to the holders of the Common Stock are insufficient to permit the payment to such holders of the full Common Stock Liquidation Preference, such assets and funds will be distributed ratably among the holders of the Common Stock in proportion to the amount each such holder would otherwise be entitled to receive on such Liquidation. For purposes of these Articles of Incorporation, a Liquidation includes: (y) a sale or disposition of all or substantially all of the assets of the Corporation; and (z) a merger, consolidation or other reorganization of the Corporation with or into any other entity or person where immediately after such transaction the shareholders of the Corporation hold less than fifty percent (50%) of the voting power of and interest in the successor entity.

(b) Certain Definitions. For purposes of these Articles of Incorporation, the following terms shall have the following meanings:

(1) "LOC Draw Amounts" shall mean any sums paid by H. Wayne Huizenga as guarantor, under that certain \$5,000,000 letter of credit dated as of March 9, 2000 from the Corporation to Greenwich Capital Financial Products, Inc., a Delaware corporation.

(2) "Original Purchase Price" shall mean, with respect to any share of capital stock of the Corporation, the consideration paid to the Corporation by the holder of such share to purchase such share from the Corporation.

(3) "Issue Date" shall mean, with respect to any share of capital stock of the Corporation, the date of issue of such share by the Corporation to the holder of such share.

(4) The phrase "on an 'as converted' basis" shall mean on such basis that presupposes the shares of the then outstanding Series A Preferred Stock have been converted, as of the subject date, into such number of shares of Common Stock into which such shares of Series A Preferred Stock may then be converted pursuant to the provisions of Section 3.4 hereof.

3.3 Voting. Each holder of outstanding shares of Series A Preferred Stock shall be entitled to the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are then convertible (as adjusted from time to time pursuant to Section 3.4 hereof), at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. Except as provided by law, by any of the provisions contained herein, including without limitation, the provisions of Section 3.9 below, or by the provisions establishing any other series of stock, holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class.

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

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Purchase Price for such share by the Series A Conversion Price (as defined below) in effect at the time of conversion. The "Series A Conversion Price" for each share of Series A Preferred Stock shall initially be the Original Purchase Price for such share as readjusted from time to time as provided for in Section (d) below. Such Series A Conversion Price and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock shall be subject to adjustment as provided below. In the event of a Liquidation, the Conversion Rights shall terminate at the close of business on the first full day preceding the date fixed for the payment of any amounts distributable on Liquidation to the

holders of Series A Preferred Stock. In the event of a Liquidation, the Corporation shall provide to each holder of shares of Series A Preferred Stock at least fifteen (15) days prior to the termination of the Conversion Rights, notice of such event of Liquidation which notice shall include the full amounts that will be distributable on such Liquidation.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective Series A Conversion Price.

(c) Mechanics of Conversion.

(1) In order for a holder of Series A Preferred Stock to convert such shares into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series A Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or such holder's attorney duly authorized in writing. The date of receipt of such certificates and notice by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) shall be the conversion date ("Conversion Date"). The Corporation shall, as soon as practicable after the Conversion Date, issue and deliver at such office to such holder of Series A Preferred Stock, or to such holder's nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with cash in lieu of any fraction of a share.

(2) The Corporation, at all times when the Series A Preferred Stock shall be outstanding, shall reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock. Before taking any action that would cause an adjustment reducing the Series A Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action that may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series A Conversion Price.

(3) All shares of Series A Preferred Stock that shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately

cease and terminate on the Conversion Date, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor. Any shares of Series A Preferred Stock so converted shall be retired and canceled and shall not be reissued, and the Corporation (without the need for stockholder action) may from time to time take such appropriate action as may be necessary to reduce the authorized Series A Preferred Stock accordingly.

(4) The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock pursuant to this Section 3.4. The Corporation, however, shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

(d) Adjustments to Conversion Price for Diluting Issues.

(1) Special Definitions. For purposes of this Subsection 4(d), the following definitions shall apply:

A. "Option" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities as herein defined.

B. "Series A Original Issue Date" shall mean March 15, 2000.

C. "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock.

D. "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Subsection 3.4(d)(3) below, deemed to be issued) by the Corporation after the Series A Original Issue Date other than: (i) shares of Common Stock issued or issuable as a dividend or other distribution on Series A Preferred Stock; (ii) shares of Common Stock issued or issuable by reason of a dividend or other distribution on shares of Common Stock that is covered by Subsection 3.4(e) or 3.4(f) below; (iii) shares of Common Stock issued or issuable to employees or directors of, or consultants to, the Corporation pursuant to, or upon the exercise of stock options that are granted pursuant to, plans or other arrangements adopted by the Board of Directors; (iv) shares of Common Stock issuable upon conversion of the Series A Preferred Stock; or (v) shares of Common Stock issuable upon the exercise of options and warrants listed on Schedule 3.5 of that certain Series A Convertible Preferred Stock Purchase Agreement dated March 15, 2000 by the Corporation and Toronto Dominion Capital (U.S.A.), Inc.

(2) No Adjustment of Conversion Price. No adjustment in the number of shares of Common Stock into which the Series A Preferred Stock is convertible shall be made, by adjustment in the Series A Conversion Price thereof: (a) unless the consideration per share (determined pursuant to Subsection 3.4(d)(5)) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Series A Conversion Price in effect on the date of, and immediately prior to, the issue of such Additional Shares, or (b) if prior to such issuance, the Corporation receives written notice from the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, agreeing that no such adjustment shall be made as the result of the issuance of Additional Shares of Common Stock.

(3) Issue of Securities Deemed Issue of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Series A Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that for purposes of adjusting the Series A Conversion Price, Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Subsection 3.4(d)(5) hereof) of such Additional Shares of Common Stock would be less than the Series A Conversion Price in effect on the date of and immediately prior to such issue, or such record date, as the case may be; and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued: (A) No further adjustment in the Series A Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities; (B) If such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, upon the exercise, conversion or exchange thereof, the Series A Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase becoming effective, be recomputed to reflect such increase insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; (C) Upon the expiration or termination of any unexercised Option, the Series A Conversion Price shall not be readjusted, but the Additional Shares of Common Stock deemed issued as the result of the original issue of such Option shall not be deemed issued for the purposes of any subsequent adjustment of the Series A Conversion Price; (D) In the event of any change in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any Option or Convertible Security, including, but not limited to, a change resulting from the anti-dilution provisions thereof, the Series A Conversion Price then in effect shall forthwith be readjusted to such Series A Conversion Price as would have been obtained had the adjustment which was made upon the issuance of such Option

or Convertible Security not exercised or converted prior to such change been made upon the basis of such change; and (E) No readjustment pursuant to clause (B) or (D) above shall have the effect of increasing the Series A Conversion Price to an amount that exceeds the lower of (i) the Series A Conversion Price on the original adjustment date, or (ii) the Series A Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock between the original adjustment date and such readjustment date. In the event the Corporation, after the Series A Original Issue Date, amends any Options or Convertible Securities (whether such Options or Convertible Securities were outstanding on such Series A Original Issue Date or were issued after such Series A Original Issue Date) to increase the number of shares issuable thereunder or decrease the consideration to be paid upon exercise or conversion thereof, then such Options or Convertible Securities, as so amended, shall be deemed to have been issued after the Series A Original Issue Date and the provisions of this Subsection 3.4(d)(3) shall apply.

(4) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall, at any time after the Series A Original Issue Date, issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Subsection 3.4(d)(3), but excluding shares issued as a stock split or combination as provided in Subsection 3.4(e) or upon a dividend or distribution as provided in Subsection 3.4(f)), without consideration or for a consideration per share less than the Series A Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, the Series A Conversion Price shall be reduced, concurrently with such issue, to a price equal to such lesser price of the issued Additional Shares of Common Stock.

(5) Determination of Consideration. For purposes of this Subsection 3.4(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

A. Cash and Property. Such consideration shall: (i) insofar as it consists of cash, be computed at the aggregate of cash received by the Corporation, excluding amounts paid or payable for accrued interest; (ii) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; and (iii) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (i) and (ii) above, as determined in good faith by the Board of Directors.

B. Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Subsection 3.4(d)(3), relating to Options and Convertible Securities, shall be determined by dividing (x) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments

relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by (y) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(6) Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are comprised of shares of the same series or class of Preferred Stock, and such issuance dates occur within a period of no more than 120 days, then the Series A Conversion Price shall be adjusted only once on account of such issuances, with such adjustment to occur upon the final such issuance and to give effect to all such issuances as if they occurred on the date of the final such issuance.

(e) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series A Original Issue Date effect a subdivision of the outstanding Common Stock, the Series A Conversion Price then in effect immediately before that subdivision shall be proportionately decreased. If the Corporation shall at any time or from time to time after the Series A Original Issue Date combine the outstanding shares of Common Stock, the Series A Conversion Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 4(e) shall become effective at the close of business on the date the subdivision or combination becomes effective.

(f) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Series A Conversion Price then in effect shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction: (1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter such Series A Conversion Price shall be adjusted pursuant to this Section 4(f) as of the time of actual payment of such dividends or distributions; and provided further, however, that no such adjustment shall be

made if the holders of Series A Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

(g) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, then and in each such event provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had the Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period giving application to all adjustments called for during such period under this paragraph with respect to the rights of the holders of the Series A Preferred Stock; and provided further, however, that no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive a dividend or other distribution of such securities in an amount equal to the amount of such securities as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

(h) Adjustment for Reclassification, Exchange or Substitution. If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation or sale of assets provided for below), then and in each such event the holder of each such share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change, by holders of the number of shares of Common Stock into which such share of Series A Preferred Stock might have been converted immediately prior to such reorganization, reclassification or change, all subject to further adjustment as provided herein.

(i) Adjustment for Merger or Reorganization, etc. In case of any consolidation or merger of the Corporation with or into another corporation or the sale of all or substantially all of the assets of the Corporation to another corporation, each share of Series A Preferred Stock shall thereafter be convertible (or shall be converted into a security which shall be convertible) into the kind and amount of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series A Preferred Stock would have been entitled upon such consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions in this Section 3.4 set forth with respect to the rights and interests

hereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth in this Section 3.4 (including provisions with respect to changes in and other adjustments of the Series A Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Series A Preferred Stock. Notwithstanding anything to the contrary contained herein, each holder of shares of Series A Preferred Stock shall have the right to elect to give effect to the conversion rights contained in Section 3.4(a) (or the rights contained in Sections 3.2, if applicable) instead of giving effect to the provisions contained in this Section 3.4(i) with respect to the shares of Series A Preferred Stock owned by such holder.

(j) Notice of Record Date. In the event: (1) that the Corporation declares a dividend (or any other distribution) on its Common Stock payable in Common Stock or other securities of the Corporation; (2) that the Corporation subdivides or combines its outstanding shares of Common Stock; (3) of any reclassification of the Common Stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock or a stock dividend or stock distribution thereon), or of any consolidation or merger of the Corporation into or with another corporation, or of the sale of all or substantially all of the assets of the Corporation; or (4) of the involuntary or voluntary dissolution, liquidation or winding up of the Corporation; (5) then the Corporation shall cause to be filed at its principal office or at the office of the transfer agent of the Series A Preferred Stock and shall cause to be mailed to the holders of the Series A Preferred Stock at their last addresses as shown on the records of the Corporation or such transfer agent, at least ten days prior to the date specified in (A) below or twenty days before the date specified in (B) below, a notice stating (A) the record date of such dividend, distribution, subdivision or combination, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distribution, subdivision or combination are to be determined, or (B) the date on which such reclassification, consolidation, merger, sale, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, dissolution or winding up.

3.5 Mandatory Conversion.

(a) All outstanding shares of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the then effective conversion rate, and all provisions hereof included under Section 3 of these Articles of Incorporation and all references herein to the Series A Preferred Stock shall be deleted and shall be of no further force or effect, immediately upon the closing of the sale of shares of Common Stock in a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, (i) at a net offering price per share of not less than Five Dollars (\$5.00) and (ii) resulting in at least Fifteen Million Dollars (\$15,000,000) of net proceeds to the Corporation (the "Mandatory Conversion Date").

(b) All holders of record of shares of Series A Preferred Stock shall be given written notice of the Mandatory Conversion Date and the place designated for mandatory conversion of all such shares of Series A Preferred Stock pursuant to this Section 3.5. Such notice need not be given in advance of the occurrence of the Mandatory Conversion Date. Such notice shall be sent by first class or registered mail, postage prepaid, to each record holder of Series A Preferred Stock at such holder's address last shown on the records of the transfer agent for such Series A Preferred Stock (or the records of the Corporation, if it serves as its own transfer agent). Upon receipt of such notice, each holder of shares of Series A Preferred Stock shall surrender such holder's certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this Section 3.5. On the Mandatory Conversion Date, all rights with respect to the Series A Preferred Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock) will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock into which such shares of Series A Preferred Stock have been converted. In the event of the automatic conversion of shares of Series A Preferred Stock pursuant to the provisions of this Section 3.5, all dividends on the shares of Series A Preferred Stock that have accrued but have not been declared and paid shall be canceled and such conversion shall constitute an extinguishment of the rights of the holders thereof to receive, and of the Corporation's obligations to pay, any and all such dividends. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by such holder's attorney duly authorized in writing. As soon as practicable after the Mandatory Conversion Date and the surrender of the certificate or certificates for Series A Preferred Stock, the Corporation shall cause to be issued and delivered to such holder, or on such holder's written order, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and cash as provided in Subsection 3.4(b) in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion.

3.6 Transfer Restrictions. The shares of Series A Preferred Stock have not been registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except in accordance with an exemption from the registration requirements of the Securities Act as evidenced by an opinion of counsel acceptable to the Corporation or in accordance with an effective registration statement under the Securities Act. In any case, any transfer must be in accordance with all applicable federal and state securities laws. The Corporation or any transfer agent may refuse to register the transfer of any shares of Series A Preferred Stock absent evidence in form and substance satisfactory to the Corporation of compliance with this Section.

3.7 Reissuance. Shares of Series A Preferred Stock issued and reacquired by the Corporation (or required to be surrendered to the Corporation in the event of conversion in accordance with the provisions hereof) will be deemed to be retired and canceled upon the reacquisition thereof and will have the status of authorized but unissued shares of Preferred Stock that are junior and subordinate to the Series A Preferred Stock of the Corporation undesignated as

to series. In no event may such shares be reissued as Series A Preferred Stock. The Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized Series A Preferred Stock accordingly.

3.8 Notice. Any notice or communication required or permitted to be given by these Articles of Incorporation will be in writing and will be deemed to have been given and received when delivered personally to the party designated to receive such notice, or on the first business day following the date sent by overnight courier, or on the third (3rd) business day after the same is sent by certified mail, postage and charges prepaid directed to the address reflected on the books of the Corporation for a holder of the Series A Preferred Stock, to the Corporation's registered agent or to such other or additional addresses as any party might designate by written notice. With respect to any notice to a holder of shares of Series A Preferred Stock required to be provided under these Articles of Incorporation, the failure to mail such notice, any defect in such notice or any defect in the mailing thereof to any particular holder will not affect: (a) the sufficiency of the notice with respect to the other holders of Series A Preferred Stock; (b) the validity of the proceedings referred to in such notice with respect to the other holders of Series A Preferred Stock; (c) the legality or validity of any distribution, rights, warrant, reclassification, consolidation, merger, conveyance, transfer, dissolution, liquidation or winding-up; or (d) the legality or validity of any vote on such action.

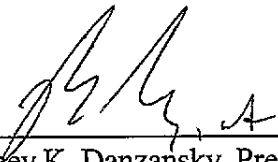
3.9 Protective Provisions. In addition to any other rights provided by law, without first obtaining the affirmative vote or written consent of the holders of all the outstanding shares of Series A Preferred Stock, voting as a separate class, the Corporation will not take any action, or permit any action to be taken by the Corporation that: (a) materially and adversely alters or changes the rights, powers, preferences or privileges of, or the restrictions provided for the benefit of the Series A Preferred Stock; (b) increases or decreases the number of shares of Series A Preferred Stock authorized hereby; (c) authorizes or issues any class or series of capital stock or other security or other instrument convertible into or exercisable or exchangeable for any security having a preference or priority as to dividends, voting or liquidation distributions to any preference or priority of the Series A Preferred Stock; (d) applies any assets or funds of the Corporation to the redemption, retirement, purchase or acquisition of any shares of Common Stock in violation of these Articles of Incorporation (other than the redemption, retirement, purchase or acquisition of any shares of Common Stock from employees of the Corporation upon termination of employment); (e) results in the payment of dividends or distributions in respect of the Common Stock; or (f) results in the amendment, modification or repeal of any provisions of the Articles of Incorporation or by-laws of the Corporation.

3.10 Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 3 of this Article III, the shares so converted or redeemed shall be cancelled and shall not be issuable by the Corporation, and these Articles of Amendment shall be approximately amended to effect the corresponding reduction in the Corporation's authorized capital stock. Notwithstanding the foregoing, no such amendment shall be required unless the aggregate number of shares converted exceeds twenty-five percent (25%) of the Corporation's then authorized shares of Preferred Stock.

The foregoing amendments to the Articles of Incorporation were duly adopted and approved by the unanimous written consent of the Board of Directors and the shareholders of the Corporation dated March 15, 2000, pursuant to Sections 607.0821 and 607.0704, respectively, of the Act, with the number of votes cast for the amendments by the shareholders being sufficient for approval of such amendments.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment as of March 15, 2000.

ONLOAN.COM, INC., a Florida corporation

By: 
Barney K. Danzansky, President