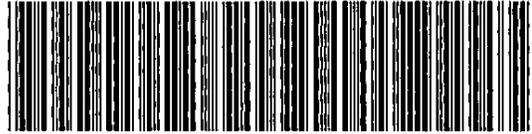


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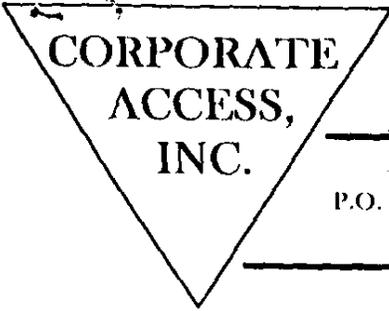
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SPECIAL INSTRUCTIONS:

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DSL INTERNET CORPORATION**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") DSL Internet Corporation, a Florida Profit Corporation (the "Corporation") adopts the following amendments to its Amended and Restated Articles of Incorporation:

1. **Article IV** of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

**IV.
CAPITALIZATION**

A. **Classes of Stock.** The Corporation is authorized to issue two classes of capital stock to be designated respectively Common Stock ("**Common Stock**") and Preferred Stock ("**Preferred Stock**"). The total number of shares of capital stock the Corporation has authority to issue is Twenty Five Billion, Six Hundred Eighty Three Million, One Hundred Twenty five Thousand, Four Hundred Nine (25,683,125,409), consisting of Twelve Billion, Eight Hundred Forty Nine Million, Five Hundred Forty Three Thousand and Sixteen (12,849,543,016) shares of Common Stock, par value \$0.001 per share, and Twelve Billion Eight Hundred Thirty Three Million Five Hundred Eighty Two Thousand, Three Hundred Ninety Three (12,833,582,393) shares of Preferred Stock.

B. **Rights, Preferences and Restrictions of Preferred Stock.**

1. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein as hereinafter prescribed.

2. **Preferences.** The Board of Directors (the "**Board**") is authorized, subject to limitations provided by law and in this **Article IV**, to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to establish from time to time, by filing a certificate pursuant to the applicable law of the State of Florida, the number of shares to be included in each such series, and to fix the designation, privileges, limitations and restrictions thereof. The authority of the Board shall include, but not be limited to, determination of the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designation thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a class or series shall or shall not be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

3. Variations. The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all respects. Subject to applicable law, this Article Fourth and any certificate related to a class or series of Preferred Stock, the Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated

for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. Series A, B, C, D, E and F Preferred Stock.

1. General. There are six series of Preferred Stock, designated as follows: i) "Series A Preferred Stock" which consists of 13,636,364 shares, \$0.001 par value ("Series A"); ii) "Series B Preferred Stock" which consists of 5,555,555 shares, \$0.001 par value ("Series B"); iii) "Series C Preferred Stock" which consists of 18,888,889 shares, \$0.001 par value ("Series C"); iv) "Series D Preferred Stock" which consists of 44,444,444 shares, \$0.001 par value ("Series D"); v) "Series E Preferred Stock" which consists of 48,200,000 shares, \$0.001 par value ("Series E"); and vi) "Series F Preferred Stock" which shall consist of 12,702,857,141 shares, \$0.001 par value ("Series F"). The rights, preferences, privileges, and restrictions granted and imposed on the Series A, Series B, Series C, Series D, Series E and Series F are as follows, which shall not be amended or modified except as provided in this **Section C of Article IV.**

2. Dividend Provisions. The holders of shares of Series A, Series B, Series C, Series D, Series E and Series F shall be entitled to receive dividends, out of any assets legally available therefor, payable if, as and when declared by the Board of Directors. In the event that the Corporation shall at any time pay a dividend (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) on the Common Stock, the Corporation shall, at the same time, pay to the holders of shares of Series A, Series B, Series C, Series D, Series E and Series F (on an as-converted basis), a dividend of the same kind and amount as such dividend on the Common Stock. Unless full dividends on the Series F shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series A, Series B, Series C, Series D, Series E or Common Stock. Unless full dividends on the Series E shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series A, Series B, Series C, Series D or Common Stock. Unless full dividends on the Series A shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series B, Series C, Series D or Common Stock. Unless full dividends on the Series B shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series C or Common Stock. Unless full dividends on the Series D shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or

indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Common Stock.

3. Liquidation.

(a) Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series F shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Series A, Series B, Series C, Series D, Series E and Common Stock by reason of their ownership thereof, an amount per share equal to \$0.0007 per share (as adjusted for any stock dividends, combinations, splits or recapitalizations) for each share of Series F then held by them, plus declared but unpaid dividends on such shares of Series F. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series F shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series F in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) Remaining Assets. Upon the completion of the distribution required by **Section C.3(a)** of **Article IV**, the remaining assets of the Corporation available for distribution shall be distributed to the holders of the Series A, Series B, Series C, Series D, Series E, Series F and Common Stock; and the holders of the Series A, Series B, Series C, Series D, Series E and Series F shall be entitled to participate, together with the holders of Common Stock and the holders of other series of Preferred Stock which are entitled to participate in liquidation distributions ("**Participating Preferred**"), on a pro rata basis based on the number of shares of Common Stock held by each holder of Common Stock and Series A, Series B, Series C, Series D, Series E, Series F and any other Participating Preferred (assuming conversion of all such Series A, Series B, Series C, Series D, Series E, Series F and other Participating Preferred).

(c) Certain Acquisitions.

(i) Deemed Liquidation. For purposes of this **Section C.3** of **Article IV**, (A) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which more than (50%) of the voting power of the Corporation is disposed of or otherwise transferred; (B) a sale of all or substantially all of the assets of the Corporation; or (C) any other transaction or series of related transactions in which more than (50%) of the voting power of the Corporation is disposed of or otherwise transferred, shall be treated as a liquidation, dissolution or winding up of the Corporation; provided that this **Section C.3(c)(1)** of **Article IV** shall not apply to a merger effected exclusively for the purpose of changing the domicile of the Corporation without affecting the percentage ownership interests in the Corporation.

(ii) Valuation of Consideration. In the event of a deemed liquidation as described in **Section C.3(c)(1)** of **Article IV** above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to "investment letter" (e.g., federal or state securities laws restrictions) or other similar restrictions on free marketability:

(1) If traded on a securities exchange or The Nasdaq Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty-day period ending three (3) days prior to the closing or the occurrence of the deemed liquidation;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty-day period ending three (3) days prior to the closing or the occurrence of the deemed liquidation; and.

(3) If there is no active public market, the value shall be the fair market value thereof, as determined mutually by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. If the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock cannot agree on the valuation, the valuation shall be as established by binding arbitration in accordance with the rules of the American Arbitration Association.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in **Section C.3(c)(ii)(A)** of **Article IV** to reflect the approximate fair market value thereof, as determined mutually by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. If the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock cannot agree on the valuation, the valuation shall be as established by binding arbitration in accordance with the rules of the American Arbitration Association.

(iii) Notice of Transaction. The Corporation shall give each holder of record of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock written notice of such impending transaction not later than five (5) days prior to the shareholders' meeting called to approve such transaction, or five (5) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this **Section C.3** of **Article IV**, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than five (5) days after the Corporation has given the first notice provided for herein or sooner than five (5) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of at least two-thirds of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock that are entitled to such notice rights.

(iv) Effect of Noncompliance. In the event the requirements of this **Section C.3** of **Article IV** are not complied with, the Corporation shall forthwith either cause the

closing of the transaction to be postponed until such time as the requirements of this **Section C.3** of **Article IV** have been complied with, or cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in **Section C.3(c)(iii)** of **Article IV** hereof.

4. Redemption.

(a) Corporation's Right of Redemption. The Series A, Series B, Series C, Series D and Series E are redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) Redemption Price. The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) Mechanics of Redemption. The Corporation may elect by written notice (a "**Redemption Offer**"), to the holders of each class or series of shares to be redeemed, to purchase all of the outstanding shares of such class(es) or series of Preferred Stock from the holders at the Redemption Price. The Redemption Offer shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than ten (10) days after the delivery of the Redemption Offer. If the Corporation elects to purchase the Preferred Stock subject to Redemption, the Corporation will promptly notify the holders in writing that the Corporation intends to purchase, on the Redemption Date, all such shares of Preferred Stock. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of the Preferred Stock subject to Redemption the applicable payment for the Preferred Stock. The aggregate amount payable shall be paid by the Corporation directly to the holders. The Corporation shall cancel the certificates for the stock purchased pursuant to the Redemption.

5. Conversion. The holders of the Series A, Series B, Series C, Series D, Series E and Series F shall have conversion rights as follows (the "**Conversion Rights**"):

(a) Right to Convert.

(i) Subject to **Section C.5(c)** of **Article IV**, each share of Series F 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$ 0.0007 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series F Preferred Stock (the "**Conversion Price**"), shall initially be \$0.0007 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(ii) Subject to **Section C.5(c)** of **Article IV**, each share of Series A

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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.11 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series A Preferred Stock, (the “**Conversion Price**”) shall initially be \$0.11 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(iii) Subject to **Section C.5(c) of Article IV**, each share of Series B 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series B shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(iv) Subject to **Section C.5(c) of Article IV**, each share of Series C 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 an equal number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series C shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(v) Subject to **Section C.5(c) of Article IV**, each share of Series D 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series D shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(vi) Subject to **Section C.5(c) of Article IV**, each share of Series E 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series E shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(b) Automatic Conversion. Each share of Series A, Series B, Series C, Series

D, Series E and Series F shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such share immediately upon the earlier of: (i) except as provided below in **Section C.5(e) of Article IV**, the Corporation's closing of the sale of its Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "**Securities Act**"), covering the offer and sale of the Corporation's Common Stock at a price per share of not less than five times the then prevailing Conversion Price (as adjusted for stock splits, reverse stock splits and the like effected after the date of this Agreement) and gross proceeds to the Corporation of at least \$20,000,000 (a "**Qualified Public Offering**") or (ii) the date specified by written consent or agreement of two-thirds (2/3) of the then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F, the holders of each of the series of preferred shares voting together as a class and the vote of the holders of each of the series of preferred shares being binding only in respect of the series of preferred stock in respect of which they are holders.

(c) Mechanics of Conversion.

(i) Before any holder of Series A, Series B, Series C, Series D, Series E or Series F shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice 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, 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 such Series A, Series B, Series C, Series D, Series E or Series F 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.

(ii) If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering any such share for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive Common Stock upon conversion of such series of preferred stock shall not be deemed to have converted such preferred stock until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. The Conversion Price of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Stock Splits and Dividends. In the event the Corporation should at any time or from time to time after the Issuance Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders

of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as “**Common Stock Equivalents**”) without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each of the Series A, Series B, Series C, Series D, Series E and Series F shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time.

(ii) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time after the Issuance Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for each of the Series A, Series B, Series C, Series D and Series E shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(iii) Consideration for Stock. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the Corporation therefor, without deduction therefrom of any expenses incurred or any customary underwriting commissions or concessions paid or allowed by the Corporation in connection therewith. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for consideration other than cash, the amount of the consideration other than cash received by the Corporation shall be deemed to be the fair value of such consideration as determined in good faith by the Board of Directors of the Corporation, without deduction of any expenses incurred or any customary underwriting commissions or concessions paid or allowed by the Corporation in connection therewith. In case any Options shall be issued in connection with the issue and sale of other securities of the Corporation, together comprising one integral transaction in which no specific consideration is allocated to such Options by the parties thereto, such Options shall be deemed to have been issued for such consideration as determined in good faith by the Board of Directors of the Corporation.

(iv) Record Date. In case the Corporation shall take a record of the holders of its stock for the purpose of entitling them (i) to receive a dividend or other distribution payable in Common Stock, Options or Convertible Securities or (ii) to subscribe for or purchase Common Stock, Options or Convertible Securities, then such record date shall be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be. The Corporation shall mail to each holder of Series A, Series B, Series C, Series D, Series E and Series F, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount

and character of such dividend, distribution or right.

(v) Treatment of Additionally Issued Shares. Any additional shares of Series A, Series B, Series C, Series D, Series E, Series F and Common Stock, Options or Convertible Securities issued to the holders of Series A, Series B, Series D, Series E or Series F pursuant to this **Section C.5(d)** of **Article IV** shall be treated as if they were issued on the Issuance Date and shall reflect any dividends or other distributions which would have accrued or have been payable with respect to, and the application of any anti-dilution, ratable treatment or similar provisions (as set forth in these Articles of Incorporation, applicable law or otherwise) which would have been applicable to such shares of Series A, Series B, Series C, Series D, Series E, Series F and Common Stock, Option or Convertible Security had they been issued on the Issuance Date.

(vi) Certain Issues of Securities Excepted. Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment of the applicable Conversion Price in the case of the issuance of (A) shares of Common Stock issuable upon conversion of the Series A, Series B, Series C, Series D, Series E or Series F; (B) up to 47,600,000 shares of Common Stock or Options issued pursuant to the Corporation's stock incentive plan; (C) shares of any series of preferred stock issued as a dividend to holders of such series upon any subdivision or combination of shares of such series; (D) any securities issued in connection with the acquisition by the Corporation of another entity by merger, purchase of all or substantially all of the assets of, or purchase of all or substantially all of the capital stock of such entity if approved by a majority of the Board of Directors; (E) any securities issued in connection with a commercial bank loan or lease with a financial or lending institution, if approved by a majority of the Board of Directors; (F) shares of Common Stock issued in a Qualified Public Offering; (G) shares of Common Stock issued upon the exercise or conversion of any shares of the Corporation's securities exercisable or convertible into Common Stock outstanding on the date of the filing of the Amendment to the Amended and Restated Articles of Incorporation; or (H) shares of any series of preferred stock issued pursuant to a conversion of any part of the Corporation's outstanding debt to equity.

(vii) Reorganization or Reclassification. If any capital reorganization, reclassification, recapitalization, consolidation, merger, sale of or substantially all of the Corporation's assets or other similar transaction (any such transaction being referred to herein as an "**Organic Change**") shall be effected in such a way that holders of Common Stock shall be entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, then, as a condition of such Organic Change, lawful and adequate provisions shall be made whereby each holder of a share or shares of Series A, Series B, Series C, Series D, Series E and Series F shall thereupon have the right to receive, upon the basis and upon the terms and conditions specified herein and in lieu of or in addition to, as the case may be, the shares of Common Stock immediately theretofore receivable upon the conversion of such share or shares of Series A, Series B, Series C, Series D, Series E and Series F, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Common Stock equal to the number of shares of such Common Stock immediately theretofore receivable upon such conversion had such Organic Change not taken place, and in any case of a reorganization or reclassification only appropriate provisions shall be made with respect to the rights and interests of such holder to the

end that the provisions hereof (including without limitation provisions for adjustments of the applicable Conversion Price) shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the exercise of such conversion rights.

(viii) No Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of the Series A, Series B, Series C, Series D, Series E and Series F, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series A, Series B, Series C, Series D, Series E and Series F the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ix) 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, Series B, Series C, Series D, Series E and Series F, 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 such Series A, Series B, Series C, Series D, Series E and Series F; 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 then outstanding shares of such Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock, in addition to such other remedies as shall be available to the holders of such Series A, Series B, Series C, Series D, Series E and Series F, 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, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

6. Voting Rights.

(a) The holder of each share of Series A, Series B, Series C, Series D, Series E and Series F shall have the right to one vote for each share of Common Stock into which such Series A, Series B, Series C, Series D, Series E or Series F could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A, Series B, Series C, Series D, Series E or Series F held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) The Board of Directors shall consist of five (5) members. In the case of a vacancy in the office of any director, such vacancy shall be filled by the affirmative vote of a majority of the directors then in office, until the next annual election of directors. Any director may be removed during such director's term of office, either for or without cause, by and only by

the affirmative vote of the holders of a majority of the outstanding shares of stock of the Corporation, given by an action by written consent or at a special meeting of shareholders duly called for that purpose.

7. Protective Provisions. So long as any shares of Series A, Series B, Series C, Series D, Series E or Series F are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds (2/3) of the then outstanding shares of Series A, Series B, Series C, Series D, Series E or Series F, the holders of shares of any one series being entitled to vote only in respect of the matters that are pertinent to such series:

(a) alter or change or amend the rights, preferences or privileges of any of the shares of Series A, Series B, Series C, Series D, Series E or Series F;

(b) authorize, create (by reclassification or otherwise) or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) senior to or on a parity with the Series A, Series B, Series C, Series D, Series E or Series F as to dividend rights or redemption rights or liquidation preferences, other than an issuance pursuant to the existing employee stock incentive plan or a conversion of any part of the Corporation's outstanding debt to equity;

(c) amend or waive any provision of the Bylaws or Articles of Incorporation in a way that directly or indirectly affects the Series A, Series B, Series C, Series D, Series E or Series F;

(d) sell, convey, or otherwise dispose of or encumber all or substantially all of its assets or property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any other transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of or otherwise transferred, provided that this **Section C.7(d)** of **Article IV** shall not apply to a merger effected exclusively for the purpose of changing the domicile of the Corporation without affecting the percentage-ownership interests in the Corporation; or

(e) increase the number of shares reserved for issuance under any stock option plan of the Corporation.

8. Status of Converted or Redeemed Stock. In the event any shares of Series A, Series B, Series C, Series D, Series E or Series F shall be converted pursuant to **Section C.5** of **Article IV**, or any shares of Series A, Series B, Series C, Series D, Series E or Common Stock shall be redeemed pursuant to **Section C.6** of **Article IV**, the shares so converted or redeemed shall be canceled and shall not be issuable by the Corporation. The Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

D. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common

Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Subject to the prior rights or the right of participation of holders of all classes of stock at the time outstanding having prior rights as to liquidating distributions, upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of the Common Stock of the Corporation pro rata in accordance with their holdings of Common Stock.

3. Redemption.

(a) Corporation's Right of Redemption. The Common Stock is redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) Redemption Price. The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) Mechanics of Redemption. The Corporation may elect by written notice (a "**Redemption Offer**"), to the holders of the Common Stock, to purchase all of the outstanding shares of Common Stock from the holders at the Redemption Price. The Redemption Offer shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than ten (10) days after the delivery of the Redemption Offer. If the Corporation elects to purchase the Common Stock, the Corporation will promptly notify the holders in writing that the Corporation intends to purchase, on the Redemption Date, all shares of Common Stock. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of Common Stock the applicable payment for the Common Stock. The aggregate amount payable shall be paid by the Corporation directly to the holders. The Corporation shall cancel the certificates for the stock purchased pursuant to the Redemption.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as provided by the Articles of Incorporation and as may be provided by law.

5. Miscellaneous. All rights accruing to the outstanding shares of this Corporation not expressly provided for to the contrary herein shall be vested in the holders of the Common Stock of the Corporation.

2. The foregoing amendment was approved by the Board and by the shareholders of the Corporation on May 2, 2007. The number of votes cast for the amendment was sufficient for its approval by the Series A Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Common shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 1st day of May, 2007.



Ruben Perez-Sanchez
President

**RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
DSL INTERNET CORPORATION
ADOPTED BY UNANIMOUS WRITTEN CONSENT**

The undersigned, being all of the directors of DSL Internet Corporation, a Florida corporation (the "**Corporation**"), hereby adopt the following resolutions by unanimous written consent in lieu of a meeting, effective as of May 1, 2007.

CONVERSION OF DEBT

WHEREAS, the undersigned members of the Board of Directors of the Corporation (the "**Board**") have determined that it is in the best interests of the Corporation to convert certain outstanding debts, in the total amount of \$8,892,000.00, owed by the Corporation to various noteholders (the "**Noteholders**") as listed in **Exhibit A** attached hereto, to equity in order to extinguish such debts; it is hereby

RESOLVED, that the conversion of outstanding debts totaling \$8,892,000.00, evidenced by Promissory Notes made by the Corporation to the Noteholders, to equity in the Corporation, in the form of a new series of preferred stock of the Corporation, in order to extinguish such debts (the "**Debt Conversion**"), be, and it hereby is, confirmed and approved in all respects; and it is further

RESOLVED, that the issuance of shares of a new series of preferred stock of the Corporation, to be designated Series F Convertible Preferred Stock (the "**Series F Preferred**"), the rights, preferences and limitations of which are set forth in **Exhibit B** attached hereto, to the Noteholders in order to effectuate the Debt Conversion, be, and it hereby is, confirmed and approved in all respects; and it is further

RESOLVED, that the Board recommend to the shareholders of the Corporation (the "**Shareholders**"), and it hereby does, that they approve the Debt Conversion, and the issuance of the Series F Preferred to the Noteholders in order to extinguish the debts owed by the Corporation to the Noteholders; and it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to solicit the approval of the Shareholders by written consent in lieu of a meeting, to the Debt Conversion and to the issuance of the Series F Preferred to the Noteholders; and it is further

RESOLVED, that, upon receipt of the consent of the requisite number of Shareholders, the duly authorized officers of the Corporation be, and they hereby are, authorized and directed to file with the Division of Corporations of the Department of State of Florida, Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation (the "**Articles of Amendment**"), in the form set forth in **Exhibit C** attached hereto, in order to

increase the number of shares of stock authorized to be issued by the Corporation to Twenty Five Billion, Six Hundred Eighty Three Million, One Hundred Twenty five Thousand, Four Hundred Nine (25,683,125,409), consisting of Twelve Billion, Eight Hundred Forty Nine Million, Five Hundred Forty Three Thousand and Sixteen (12,849,543,016) shares of Common Stock, par value \$0.001 per share, and Twelve Billion Eight Hundred Thirty Three Million Five Hundred Eighty Two Thousand, Three Hundred Ninety Three (12,833,582,393) shares of Preferred Stock, and setting forth the rights, preferences and limitations of all series of preferred stock, including the Series F Preferred Stock; and it is further

RESOLVED, that immediately after the acceptance for filing by the Florida Division of Corporations of the Articles of Amendment, the officers of the Corporation be, and they hereby are, directed to the issue Series F Preferred Stock to the Noteholders, for the number of shares set forth next to each Noteholder's name on Exhibit A hereto, calculated at a conversion rate of \$0.0007 per share, such amount having been determined by this Board to be the fair value of the stock to be issued; and that the officers of the Corporation be, and they hereby are, directed to issue and deliver an appropriate stock certificate reflecting ownership of the shares of Series F Preferred Stock issued to the Noteholders pursuant to the Debt Conversion; and it is further

RESOLVED, that in addition to and without limiting the foregoing, each officer of the Corporation be and hereby is authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by such officer in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation; and it is further

RESOLVED, that these resolutions may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and it is further

RESOLVED, that an executed copy of these resolutions shall be placed in the minute book of the Corporation.

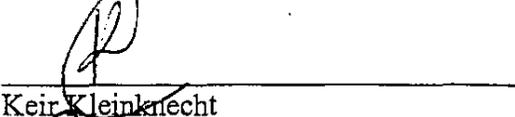
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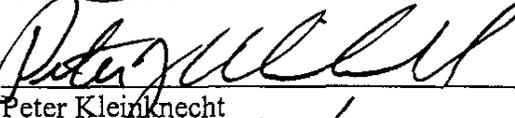
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first above written.

DIRECTORS:


Theodore R. Duncan

Mark Harris


Keir Kleinknecht

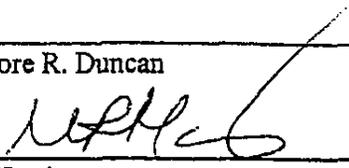

Peter Kleinknecht


Rubén Pérez-Sanéz

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first above written.

DIRECTORS:

Theodore R. Duncan



Mark Harris

Keir Kleinknecht

Peter Kleinknecht

Rubén Pérez-Sanchez

EXHIBIT "A"

**LIST OF NOTEHOLDERS, AMOUNT OF OUTSTANDING DEBT TO BE
CONVERTED AND NUMBER OF SHARES TO BE ISSUED PURSUANT TO THE
CONVERSION**

<u>Noteholder Name</u>	<u>Amount of Debt to be Converted</u>	<u># of Series F Shares Issued</u>
KNIGHT INVESTMENTS, L.P.	\$4,319,500	6,170,714,285
EQUITABLE TRUST COMPANY, TRUSTEE TUA THEODORE R. DUNCAN, JR. ROTH IRA NO. 4	\$3,352,500	4,789,285,714
<u>DUNKNIGHT TELECOM PARTNERS</u>	<u>\$1,220,000</u>	<u>1,742,857,142</u>
TOTALS:	\$8,892,000	12,702,857,141

EXHIBIT "B"

DESIGNATION OF ALL SERIES OF CONVERTIBLE PREFERRED STOCK (INCLUDING SERIES F)

Series A, B, C, D, E and F Preferred Stock.

1. General. There are six series of Preferred Stock, designated as follows: i) "Series A Preferred Stock" which consists of 13,636,364 shares, \$0.001 par value ("Series A"); ii) "Series B Preferred Stock" which consists of 5,555,555 shares, \$0.001 par value ("Series B"); iii) "Series C Preferred Stock" which consists of 18,888,889 shares, \$0.001 par value ("Series C"); iv) "Series D Preferred Stock" which consists of 44,444,444 shares, \$0.001 par value ("Series D"); v) "Series E Preferred Stock" which consists of 48,200,000 shares, \$0.001 par value ("Series E"); and vi) "Series F Preferred Stock" which shall consist of 12,702,857,141 shares, \$0.001 par value ("Series F"). The rights, preferences, privileges, and restrictions granted and imposed on the Series A, Series B, Series C, Series D, Series E and Series F are as follows, which shall not be amended or modified except as provided in this **Section C of Article IV**.

2. Dividend Provisions. The holders of shares of Series A, Series B, Series C, Series D, Series E and Series F shall be entitled to receive dividends, out of any assets legally available therefor, payable if, as and when declared by the Board of Directors. In the event that the Corporation shall at any time pay a dividend (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) on the Common Stock, the Corporation shall, at the same time, pay to the holders of shares of Series A, Series B, Series C, Series D, Series E and Series F (on an as-converted basis), a dividend of the same kind and amount as such dividend on the Common Stock. Unless full dividends on the Series F shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series A, Series B, Series C, Series D, Series E or Common Stock. Unless full dividends on the Series E shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series A, Series B, Series C, Series D or Common Stock. Unless full dividends on the Series A shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series B, Series C, Series D or Common Stock. Unless full dividends on the Series B shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or

declared, and no distribution shall be made, on any Series C or Common Stock. Unless full dividends on the Series D shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Common Stock.

3. Liquidation.

(a) Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series F shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Series A, Series B, Series C, Series D, Series E and Common Stock by reason of their ownership thereof, an amount per share equal to \$0.0007 per share (as adjusted for any stock dividends, combinations, splits or recapitalizations) for each share of Series F then held by them, plus declared but unpaid dividends on such shares of Series F. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series F shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series F in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) Remaining Assets. Upon the completion of the distribution required by **Section C.3(a) of Article IV**, the remaining assets of the Corporation available for distribution shall be distributed to the holders of the Series A, Series B, Series C, Series D, Series E, Series F and Common Stock; and the holders of the Series A, Series B, Series C, Series D, Series E and Series F shall be entitled to participate, together with the holders of Common Stock and the holders of other series of Preferred Stock which are entitled to participate in liquidation distributions ("**Participating Preferred**"), on a pro rata basis based on the number of shares of Common Stock held by each holder of Common Stock and Series A, Series B, Series C, Series D, Series E, Series F and any other Participating Preferred (assuming conversion of all such Series A, Series B, Series C, Series D, Series E, Series F and other Participating Preferred).

(c) Certain Acquisitions.

(i) Deemed Liquidation. For purposes of this **Section C.3 of Article IV**, (A) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which more than (50%) of the voting power of the Corporation is disposed of or otherwise transferred; (B) a sale of all or substantially all of the assets of the Corporation; or (C) any other transaction or series of related transactions in which more than (50%) of the voting power of the Corporation is disposed of or otherwise transferred, shall be treated as a liquidation, dissolution or winding up of the Corporation; provided that this **Section C.3(c)(1) of Article IV** shall not apply to a merger effected exclusively for the purpose of changing the domicile of the Corporation without affecting the percentage ownership interests in the Corporation.

(ii) Valuation of Consideration. In the event of a deemed liquidation as described in **Section C.3(c)(1) of Article IV** above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to "investment letter" (e.g., federal or state securities laws restrictions) or other similar restrictions on free marketability:

(1) If traded on a securities exchange or The Nasdaq Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty-day period ending three (3) days prior to the closing or the occurrence of the deemed liquidation;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty-day period ending three (3) days prior to the closing or the occurrence of the deemed liquidation; and.

(3) If there is no active public market, the value shall be the fair market value thereof, as determined mutually by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. If the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock cannot agree on the valuation, the valuation shall be as established by binding arbitration in accordance with the rules of the American Arbitration Association.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in **Section C.3(c)(ii)(A) of Article IV** to reflect the approximate fair market value thereof, as determined mutually by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. If the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock cannot agree on the valuation, the valuation shall be as established by binding arbitration in accordance with the rules of the American Arbitration Association.

(iii) Notice of Transaction. The Corporation shall give each holder of record of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock written notice of such impending transaction not later than five (5) days prior to the shareholders' meeting called to approve such transaction, or five (5) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this **Section C.3 of Article IV**, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than five (5) days after the Corporation has given the first notice provided for herein or sooner than five (5) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of at least two-thirds of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock that are entitled to such notice rights.

(iv) Effect of Noncompliance. In the event the requirements of this **Section C.3 of Article IV** are not complied with, the Corporation shall forthwith either cause the closing of the transaction to be postponed until such time as the requirements of this **Section C.3 of Article IV** have been complied with, or cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in **Section C.3(c)(iii) of Article IV** hereof.

4. Redemption.

(a) Corporation's Right of Redemption. The Series A, Series B, Series C, Series D and Series E are redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) Redemption Price. The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) Mechanics of Redemption. The Corporation may elect by written notice (a "**Redemption Offer**"), to the holders of each class or series of shares to be redeemed, to purchase all of the outstanding shares of such class(es) or series of Preferred Stock from the holders at the Redemption Price. The Redemption Offer shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than ten (10) days after the delivery of the Redemption Offer. If the Corporation elects to purchase the Preferred Stock subject to Redemption, the Corporation will promptly notify the holders in writing that the Corporation intends to purchase, on the Redemption Date, all such shares of Preferred Stock. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of the Preferred Stock subject to Redemption the applicable payment for the Preferred Stock. The aggregate amount payable shall be paid by the Corporation directly to the holders. The Corporation shall cancel the certificates for the stock purchased pursuant to the Redemption.

5. Conversion. The holders of the Series A, Series B, Series C, Series D, Series E and Series F shall have conversion rights as follows (the "**Conversion Rights**"):

(a) Right to Convert.

(i) Subject to **Section C.5(c) of Article IV**, each share of Series F 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$ 0.0007 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series F Preferred Stock (the

“**Conversion Price**”), shall initially be \$0.0007 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(ii) Subject to **Section C.5(c) of Article IV**, each share of Series A 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.11 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series A Preferred Stock, (the “**Conversion Price**”) shall initially be \$0.11 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(iii) Subject to **Section C.5(c) of Article IV**, each share of Series B 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series B shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(iv) Subject to **Section C.5(c) of Article IV**, each share of Series C 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 an equal number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series C shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(v) Subject to **Section C.5(c) of Article IV**, each share of Series D 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series D shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(vi) Subject to **Section C.5(c) of Article 1V**, each share of Series E 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock

shall be deliverable upon conversion of shares of the Series E shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(b) Automatic Conversion. Each share of Series A, Series B, Series C, Series D, Series E and Series F shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such share immediately upon the earlier of: (i) except as provided below in **Section C.5(c) of Article IV**, the Corporation's closing of the sale of its Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "**Securities Act**"), covering the offer and sale of the Corporation's Common Stock at a price per share of not less than five times the then prevailing Conversion Price (as adjusted for stock splits, reverse stock splits and the like effected after the date of this Agreement) and gross proceeds to the Corporation of at least \$20,000,000 (a "**Qualified Public Offering**") or (ii) the date specified by written consent or agreement of two-thirds (2/3) of the then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F, the holders of each of the series of preferred shares voting together as a class and the vote of the holders of each of the series of preferred shares being binding only in respect of the series of preferred stock in respect of which they are holders.

(c) Mechanics of Conversion.

(i) Before any holder of Series A, Series B, Series C, Series D, Series E or Series F shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice 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, 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 such Series A, Series B, Series C, Series D, Series E or Series F 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.

(ii) If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering any such share for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive Common Stock upon conversion of such series of preferred stock shall not be deemed to have converted such preferred stock until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. The Conversion Price of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Stock Splits and Dividends. In the event the Corporation should at any time or from time to time after the Issuance Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into; or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as “**Common Stock Equivalents**”) without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each of the Series A, Series B, Series C, Series D, Series E and Series F shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time.

(ii) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time after the Issuance Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for each of the Series A, Series B, Series C, Series D and Series E shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(iii) Consideration for Stock. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the Corporation therefor, without deduction therefrom of any expenses incurred or any customary underwriting commissions or concessions paid or allowed by the Corporation in connection therewith. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for consideration other than cash, the amount of the consideration other than cash received by the Corporation shall be deemed to be the fair value of such consideration as determined in good faith by the Board of Directors of the Corporation, without deduction of any expenses incurred or any customary underwriting commissions or concessions paid or allowed by the Corporation in connection therewith. In case any Options shall be issued in connection with the issue and sale of other securities of the Corporation, together comprising one integral transaction in which no specific consideration is allocated to such Options by the parties thereto, such Options shall be deemed to have been issued for such consideration as determined in good faith by the Board of Directors of the Corporation.

(iv) Record Date. In case the Corporation shall take a record of the holders of its stock for the purpose of entitling them (i) to receive a dividend or other distribution payable in Common Stock, Options or Convertible Securities or (ii) to subscribe for or purchase Common Stock, Options or Convertible Securities, then such record date shall be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be. The Corporation shall

mail to each holder of Series A, Series B, Series C, Series D, Series E and Series F, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(v) Treatment of Additionally Issued Shares. Any additional shares of Series A, Series B, Series C, Series D, Series E, Series F and Common Stock, Options or Convertible Securities issued to the holders of Series A, Series B, Series D, Series E or Series F pursuant to this **Section C.5(d)** of **Article IV** shall be treated as if they were issued on the Issuance Date and shall reflect any dividends or other distributions which would have accrued or have been payable with respect to, and the application of any anti-dilution, ratable treatment or similar provisions (as set forth in these Articles of Incorporation, applicable law or otherwise) which would have been applicable to such shares of Series A, Series B, Series C, Series D, Series E, Series F and Common Stock, Option or Convertible Security had they been issued on the Issuance Date.

(vi) Certain Issues of Securities Excepted. Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment of the applicable Conversion Price in the case of the issuance of (A) shares of Common Stock issuable upon conversion of the Series A, Series B, Series C, Series D, Series E or Series F; (B) up to 47,600,000 shares of Common Stock or Options issued pursuant to the Corporation's stock incentive plan; (C) shares of any series of preferred stock issued as a dividend to holders of such series upon any subdivision or combination of shares of such series; (D) any securities issued in connection with the acquisition by the Corporation of another entity by merger, purchase of all or substantially all of the assets of, or purchase of all or substantially all of the capital stock of such entity if approved by a majority of the Board of Directors; (E) any securities issued in connection with a commercial bank loan or lease with a financial or lending institution, if approved by a majority of the Board of Directors; (F) shares of Common Stock issued in a Qualified Public Offering; (G) shares of Common Stock issued upon the exercise or conversion of any shares of the Corporation's securities exercisable or convertible into Common Stock outstanding on the date of the filing of the Amendment to the Amended and Restated Articles of Incorporation; or (H) shares of any series of preferred stock issued pursuant to a conversion of any part of the Corporation's outstanding debt to equity.

(vii) Reorganization or Reclassification. If any capital reorganization, reclassification, recapitalization, consolidation, merger, sale of or substantially all of the Corporation's assets or other similar transaction (any such transaction being referred to herein as an "**Organic Change**") shall be effected in such a way that holders of Common Stock shall be entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, then, as a condition of such Organic Change, lawful and adequate provisions shall be made whereby each holder of a share or shares of Series A, Series B, Series C, Series D, Series E and Series F shall thereupon have the right to receive, upon the basis and upon the terms and conditions specified herein and in lieu of or in addition to, as the case may be, the shares of Common Stock immediately theretofore receivable upon the conversion of such share or shares of Series A, Series B, Series C, Series D, Series E and Series F, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Common Stock equal to the number of

shares of such Common Stock immediately theretofore receivable upon such conversion had such Organic Change not taken place, and in any case of a reorganization or reclassification only appropriate provisions shall be made with respect to the rights and interests of such holder to the end that the provisions hereof (including without limitation provisions for adjustments of the applicable Conversion Price) shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the exercise of such conversion rights.

(viii) No Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of the Series A, Series B, Series C, Series D, Series E and Series F, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series A, Series B, Series C, Series D, Series E and Series F the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ix) 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, Series B, Series C, Series D, Series E and Series F, 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 such Series A, Series B, Series C, Series D, Series E and Series F; 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 then outstanding shares of such Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock, in addition to such other remedies as shall be available to the holders of such Series A, Series B, Series C, Series D, Series E and Series F, 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, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

6. Voting Rights.

(a) The holder of each share of Series A, Series B, Series C, Series D, Series E and Series F shall have the right to one vote for each share of Common Stock into which such Series A, Series B, Series C, Series D, Series E or Series F could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A, Series B, Series C, Series D, Series E or Series F held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) The Board of Directors shall consist of five (5) members. In the case of a vacancy in the office of any director, such vacancy shall be filled by the affirmative vote of a majority of the directors then in office, until the next annual election of directors. Any director may be removed during such director's term of office, either for or without cause, by and only by the affirmative vote of the holders of a majority of the outstanding shares of stock of the Corporation, given by an action by written consent or at a special meeting of shareholders duly called for that purpose.

7. Protective Provisions. So long as any shares of Series A, Series B, Series C, Series D, Series E or Series F are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds (2/3) of the then outstanding shares of Series A, Series B, Series C, Series D, Series E or Series F, the holders of shares of any one series being entitled to vote only in respect of the matters that are pertinent to such series:

(a) alter or change or amend the rights, preferences or privileges of any of the shares of Series A, Series B, Series C, Series D, Series E or Series F;

(b) authorize, create (by reclassification or otherwise) or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) senior to or on a parity with the Series A, Series B, Series C, Series D, Series E or Series F as to dividend rights or redemption rights or liquidation preferences, other than an issuance pursuant to the existing employee stock incentive plan or a conversion of any part of the Corporation's outstanding debt to equity;

(c) amend or waive any provision of the Bylaws or Articles of Incorporation in a way that directly or indirectly affects the Series A, Series B, Series C, Series D, Series E or Series F;

(d) sell, convey, or otherwise dispose of or encumber all or substantially all of its assets or property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any other transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of or otherwise transferred, provided that this **Section C.7(d)** of **Article IV** shall not apply to a merger effected exclusively for the purpose of changing the domicile of the Corporation without affecting the percentage-ownership interests in the Corporation; or

(e) increase the number of shares reserved for issuance under any stock option plan of the Corporation.

8. Status of Converted or Redeemed Stock. In the event any shares of Series A, Series B, Series C, Series D, Series E or Series F shall be converted pursuant to **Section C.5** of **Article IV**, or any shares of Series A, Series B, Series C, Series D, Series E or Common Stock shall be redeemed pursuant to **Section C.6** of **Article IV**, the shares so converted or redeemed shall be canceled and shall not be issuable by the Corporation. The Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

EXHIBIT "C"

ARTICLES OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DSL INTERNET CORPORATION

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") DSL Internet Corporation, a Florida Profit Corporation (the "Corporation") adopts the following amendments to its Amended and Restated Articles of Incorporation:

1. **Article IV** of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

IV. CAPITALIZATION

A. **Classes of Stock.** The Corporation is authorized to issue two classes of capital stock to be designated respectively Common Stock ("**Common Stock**") and Preferred Stock ("**Preferred Stock**"). The total number of shares of capital stock the Corporation has authority to issue is Twenty Five Billion, Six Hundred Eighty Three Million, One Hundred Twenty five Thousand, Four Hundred Nine (25,683,125,409), consisting of Twelve Billion, Eight Hundred Forty Nine Million, Five Hundred Forty Three Thousand and Sixteen (12,849,543,016) shares of Common Stock, par value \$0.001 per share, and Twelve Billion Eight Hundred Thirty Three Million Five Hundred Eighty Two Thousand, Three Hundred Ninety Three (12,833,582,393) shares of Preferred Stock.

B. **Rights, Preferences and Restrictions of Preferred Stock.**

1. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein as hereinafter prescribed.

2. **Preferences.** The Board of Directors (the "**Board**") is authorized, subject to limitations provided by law and in this **Article IV**, to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to establish from time to time, by filing a certificate pursuant to the applicable law of the State of Florida, the number of shares to be included in each such series, and to fix the designation, privileges, limitations and restrictions

thereof. The authority of the Board shall include, but not be limited to, determination of the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designation thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a class or series shall or shall not be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

3. Variances. The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all respects. Subject to applicable law, this Article Fourth and any certificate related to a class or series of Preferred Stock, the Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued

shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. Series A, B, C, D, E and F Preferred Stock.

1. General. There are six series of Preferred Stock, designated as follows: i) "Series A Preferred Stock" which consists of 13,636,364 shares, \$0.001 par value ("Series A"); ii) "Series B Preferred Stock" which consists of 5,555,555 shares, \$0.001 par value ("Series B"); iii) "Series C Preferred Stock" which consists of 18,888,889 shares, \$0.001 par value ("Series C"); iv) "Series D Preferred Stock" which consists of 44,444,444 shares, \$0.001 par value ("Series D"); v) "Series E Preferred Stock" which consists of 48,200,000 shares, \$0.001 par value ("Series E"); and vi) "Series F Preferred Stock" which shall consist of 12,702,857,141 shares, \$0.001 par value ("Series F"). The rights, preferences, privileges, and restrictions granted and imposed on the Series A, Series B, Series C, Series D, Series E and Series F are as follows, which shall not be amended or modified except as provided in this **Section C of Article IV**.

2. Dividend Provisions. The holders of shares of Series A, Series B, Series C, Series D, Series E and Series F shall be entitled to receive dividends, out of any assets legally available therefor, payable if, as and when declared by the Board of Directors. In the event that the Corporation shall at any time pay a dividend (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) on the Common Stock, the Corporation shall, at the same time, pay to the holders of shares of Series A, Series B, Series C, Series D, Series E and Series F (on an as-converted basis), a dividend of the same kind and amount as such dividend on the Common Stock. Unless full dividends on the Series F shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series A, Series B, Series C, Series D, Series E or Common Stock. Unless full dividends on the Series E shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series A, Series B, Series C, Series D or Common Stock. Unless full dividends on the Series A shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series B, Series C, Series D or Common Stock. Unless full dividends on the Series B shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Series C or Common Stock. Unless full

dividends on the Series D shall have been paid or declared and a sum sufficient for the payment thereof set apart, no dividend whatsoever (other than a dividend payable solely in shares of Common Stock or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) shall be paid or declared, and no distribution shall be made, on any Common Stock.

3. Liquidation.

(a) Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series F shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Series A, Series B, Series C, Series D, Series E and Common Stock by reason of their ownership thereof, an amount per share equal to \$0.0007 per share (as adjusted for any stock dividends, combinations, splits or recapitalizations) for each share of Series F then held by them, plus declared but unpaid dividends on such shares of Series F. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series F shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series F in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) Remaining Assets. Upon the completion of the distribution required by **Section C.3(a) of Article IV**, the remaining assets of the Corporation available for distribution shall be distributed to the holders of the Series A, Series B, Series C, Series D, Series E, Series F and Common Stock; and the holders of the Series A, Series B, Series C, Series D, Series E and Series F shall be entitled to participate, together with the holders of Common Stock and the holders of other series of Preferred Stock which are entitled to participate in liquidation distributions ("**Participating Preferred**"), on a pro rata basis based on the number of shares of Common Stock held by each holder of Common Stock and Series A, Series B, Series C, Series D, Series E, Series F and any other Participating Preferred (assuming conversion of all such Series A, Series B, Series C, Series D, Series E, Series F and other Participating Preferred).

(c) Certain Acquisitions.

(i) Deemed Liquidation. For purposes of this **Section C.3 of Article IV**, (A) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which more than (50%) of the voting power of the Corporation is disposed of or otherwise transferred; (B) a sale of all or substantially all of the assets of the Corporation; or (C) any other transaction or series of related transactions in which more than (50%) of the voting power of the Corporation is disposed of or otherwise transferred, shall be treated as a liquidation, dissolution or winding up of the Corporation; provided that this **Section C.3(c)(1) of Article IV** shall not apply to a merger effected exclusively for the purpose of changing the domicile of the Corporation without affecting the percentage ownership interests in the Corporation.

(ii) Valuation of Consideration. In the event of a deemed liquidation as described in **Section C.3(c)(1) of Article IV** above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to “investment letter” (e.g., federal or state securities laws restrictions) or other similar restrictions on free marketability:

(1) If traded on a securities exchange or The Nasdaq Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty-day period ending three (3) days prior to the closing or the occurrence of the deemed liquidation;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty-day period ending three (3) days prior to the closing or the occurrence of the deemed liquidation; and.

(3) If there is no active public market, the value shall be the fair market value thereof, as determined mutually by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. If the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock cannot agree on the valuation, the valuation shall be as established by binding arbitration in accordance with the rules of the American Arbitration Association.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder’s status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in **Section C.3(c)(ii)(A) of Article IV** to reflect the approximate fair market value thereof, as determined mutually by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. If the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock cannot agree on the valuation, the valuation shall be as established by binding arbitration in accordance with the rules of the American Arbitration Association.

(iii) Notice of Transaction. The Corporation shall give each holder of record of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock written notice of such impending transaction not later than five (5) days prior to the shareholders’ meeting called to approve such transaction, or five (5) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this **Section C.3 of Article IV**, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than five (5) days after the Corporation has given the first notice provided for herein or sooner than five (5) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of at least two-thirds of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock that are entitled to such notice rights.

(iv) Effect of Noncompliance. In the event the requirements of this **Section C.3 of Article IV** are not complied with, the Corporation shall forthwith either cause the closing of the transaction to be postponed until such time as the requirements of this **Section C.3 of Article IV** have been complied with, or cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in **Section C.3(c)(iii) of Article IV** hereof.

4. Redemption.

(a) Corporation's Right of Redemption. The Series A, Series B, Series C, Series D and Series E are redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) Redemption Price. The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) Mechanics of Redemption. The Corporation may elect by written notice (a "**Redemption Offer**"), to the holders of each class or series of shares to be redeemed, to purchase all of the outstanding shares of such class(es) or series of Preferred Stock from the holders at the Redemption Price. The Redemption Offer shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than ten (10) days after the delivery of the Redemption Offer. If the Corporation elects to purchase the Preferred Stock subject to Redemption, the Corporation will promptly notify the holders in writing that the Corporation intends to purchase, on the Redemption Date, all such shares of Preferred Stock. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of the Preferred Stock subject to Redemption the applicable payment for the Preferred Stock. The aggregate amount payable shall be paid by the Corporation directly to the holders. The Corporation shall cancel the certificates for the stock purchased pursuant to the Redemption.

5. Conversion. The holders of the Series A, Series B, Series C, Series D, Series E and Series F shall have conversion rights as follows (the "**Conversion Rights**"):

(a) Right to Convert.

(i) Subject to **Section C.5(c) of Article IV**, each share of Series F 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$ 0.0007 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series F Preferred Stock (the

“**Conversion Price**”), shall initially be \$0.0007 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(ii) Subject to **Section C.5(c) of Article IV**, each share of Series A 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.11 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series A Preferred Stock, (the “**Conversion Price**”) shall initially be \$0.11 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(iii) Subject to **Section C.5(c) of Article IV**, each share of Series B 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series B shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(iv) Subject to **Section C.5(c) of Article IV**, each share of Series C 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 an equal number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series C shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(v) Subject to **Section C.5(c) of Article IV**, each share of Series D 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series D shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(vi) Subject to **Section C.5(c) of Article IV**, each share of Series E 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 such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.09 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock

shall be deliverable upon conversion of shares of the Series E shall initially be \$0.09 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

(b) Automatic Conversion. Each share of Series A, Series B, Series C, Series D, Series E and Series F shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such share immediately upon the earlier of: (i) except as provided below in **Section C.5(c) of Article IV**, the Corporation's closing of the sale of its Common Stock in a public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "**Securities Act**"), covering the offer and sale of the Corporation's Common Stock at a price per share of not less than five times the then prevailing Conversion Price (as adjusted for stock splits, reverse stock splits and the like effected after the date of this Agreement) and gross proceeds to the Corporation of at least \$20,000,000 (a "**Qualified Public Offering**") or (ii) the date specified by written consent or agreement of two-thirds (2/3) of the then outstanding shares of Series A, Series B, Series C, Series D, Series E and Series F, the holders of each of the series of preferred shares voting together as a class and the vote of the holders of each of the series of preferred shares being binding only in respect of the series of preferred stock in respect of which they are holders.

(c) Mechanics of Conversion.

(i) Before any holder of Series A, Series B, Series C, Series D, Series E or Series F shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice 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, 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 such Series A, Series B, Series C, Series D, Series E or Series F 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.

(ii) If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering any such share for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive Common Stock upon conversion of such series of preferred stock shall not be deemed to have converted such preferred stock until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock. The Conversion Price of the Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Stock Splits and Dividends. In the event the Corporation should at any time or from time to time after the Issuance Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as “**Common Stock Equivalents**”) without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each of the Series A, Series B, Series C, Series D, Series E and Series F shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time.

(ii) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time after the Issuance Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for each of the Series A, Series B, Series C, Series D and Series E shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(iii) Consideration for Stock. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the Corporation therefor, without deduction therefrom of any expenses incurred or any customary underwriting commissions or concessions paid or allowed by the Corporation in connection therewith. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for consideration other than cash, the amount of the consideration other than cash received by the Corporation shall be deemed to be the fair value of such consideration as determined in good faith by the Board of Directors of the Corporation, without deduction of any expenses incurred or any customary underwriting commissions or concessions paid or allowed by the Corporation in connection therewith. In case any Options shall be issued in connection with the issue and sale of other securities of the Corporation, together comprising one integral transaction in which no specific consideration is allocated to such Options by the parties thereto, such Options shall be deemed to have been issued for such consideration as determined in good faith by the Board of Directors of the Corporation.

(iv) Record Date. In case the Corporation shall take a record of the holders of its stock for the purpose of entitling them (i) to receive a dividend or other distribution payable in Common Stock, Options or Convertible Securities or (ii) to subscribe for or purchase Common Stock, Options or Convertible Securities, then such record date shall be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be. The Corporation shall

mail to each holder of Series A, Series B, Series C, Series D, Series E and Series F, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(v) Treatment of Additionally Issued Shares. Any additional shares of Series A, Series B, Series C, Series D, Series E, Series F and Common Stock, Options or Convertible Securities issued to the holders of Series A, Series B, Series D, Series E or Series F pursuant to this **Section C.5(d)** of **Article IV** shall be treated as if they were issued on the Issuance Date and shall reflect any dividends or other distributions which would have accrued or have been payable with respect to, and the application of any anti-dilution, ratable treatment or similar provisions (as set forth in these Articles of Incorporation, applicable law or otherwise) which would have been applicable to such shares of Series A, Series B, Series C, Series D, Series E, Series F and Common Stock, Option or Convertible Security had they been issued on the Issuance Date.

(vi) Certain Issues of Securities Excepted. Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment of the applicable Conversion Price in the case of the issuance of (A) shares of Common Stock issuable upon conversion of the Series A, Series B, Series C, Series D, Series E or Series F; (B) up to 47,600,000 shares of Common Stock or Options issued pursuant to the Corporation's stock incentive plan; (C) shares of any series of preferred stock issued as a dividend to holders of such series upon any subdivision or combination of shares of such series; (D) any securities issued in connection with the acquisition by the Corporation of another entity by merger, purchase of all or substantially all of the assets of, or purchase of all or substantially all of the capital stock of such entity if approved by a majority of the Board of Directors; (E) any securities issued in connection with a commercial bank loan or lease with a financial or lending institution, if approved by a majority of the Board of Directors; (F) shares of Common Stock issued in a Qualified Public Offering; (G) shares of Common Stock issued upon the exercise or conversion of any shares of the Corporation's securities exercisable or convertible into Common Stock outstanding on the date of the filing of the Amendment to the Amended and Restated Articles of Incorporation; or (H) shares of any series of preferred stock issued pursuant to a conversion of any part of the Corporation's outstanding debt to equity.

(vii) Reorganization or Reclassification. If any capital reorganization, reclassification, recapitalization, consolidation, merger, sale of or substantially all of the Corporation's assets or other similar transaction (any such transaction being referred to herein as an "**Organic Change**") shall be effected in such a way that holders of Common Stock shall be entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, then, as a condition of such Organic Change, lawful and adequate provisions shall be made whereby each holder of a share or shares of Series A, Series B, Series C, Series D, Series E and Series F shall thereupon have the right to receive, upon the basis and upon the terms and conditions specified herein and in lieu of or in addition to, as the case may be, the shares of Common Stock immediately theretofore receivable upon the conversion of such share or shares of Series A, Series B, Series C, Series D, Series E and Series F, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Common Stock equal to the number of

shares of such Common Stock immediately theretofore receivable upon such conversion had such Organic Change not taken place, and in any case of a reorganization or reclassification only appropriate provisions shall be made with respect to the rights and interests of such holder to the end that the provisions hereof (including without limitation provisions for adjustments of the applicable Conversion Price) shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the exercise of such conversion rights.

(viii) No Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of the Series A, Series B, Series C, Series D, Series E and Series F, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series A, Series B, Series C, Series D, Series E and Series F the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ix) 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, Series B, Series C, Series D, Series E and Series F, 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 such Series A, Series B, Series C, Series D, Series E and Series F; 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 then outstanding shares of such Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock, in addition to such other remedies as shall be available to the holders of such Series A, Series B, Series C, Series D, Series E and Series F, 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, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

6. Voting Rights.

(a) The holder of each share of Series A, Series B, Series C, Series D, Series E and Series F shall have the right to one vote for each share of Common Stock into which such Series A, Series B, Series C, Series D, Series E or Series F could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A, Series B, Series C, Series D, Series E or Series F held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) The Board of Directors shall consist of five (5) members. In the case of a vacancy in the office of any director, such vacancy shall be filled by the affirmative vote of a majority of the directors then in office, until the next annual election of directors. Any director may be removed during such director's term of office, either for or without cause, by and only by the affirmative vote of the holders of a majority of the outstanding shares of stock of the Corporation, given by an action by written consent or at a special meeting of shareholders duly called for that purpose.

7. Protective Provisions. So long as any shares of Series A, Series B, Series C, Series D, Series E or Series F are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds (2/3) of the then outstanding shares of Series A, Series B, Series C, Series D, Series E or Series F, the holders of shares of any one series being entitled to vote only in respect of the matters that are pertinent to such series:

(a) alter or change or amend the rights, preferences or privileges of any of the shares of Series A, Series B, Series C, Series D, Series E or Series F;

(b) authorize, create (by reclassification or otherwise) or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) senior to or on a parity with the Series A, Series B, Series C, Series D, Series E or Series F as to dividend rights or redemption rights or liquidation preferences, other than an issuance pursuant to the existing employee stock incentive plan or a conversion of any part of the Corporation's outstanding debt to equity;

(c) amend or waive any provision of the Bylaws or Articles of Incorporation in a way that directly or indirectly affects the Series A, Series B, Series C, Series D, Series E or Series F;

(d) sell, convey, or otherwise dispose of or encumber all or substantially all of its assets or property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any other transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of or otherwise transferred, provided that this **Section C.7(d)** of **Article IV** shall not apply to a merger effected exclusively for the purpose of changing the domicile of the Corporation without affecting the percentage-ownership interests in the Corporation; or

(e) increase the number of shares reserved for issuance under any stock option plan of the Corporation.

8. Status of Converted or Redeemed Stock. In the event any shares of Series A, Series B, Series C, Series D, Series E or Series F shall be converted pursuant to **Section C.5** of **Article IV**, or any shares of Series A, Series B, Series C, Series D, Series E or Common Stock shall be redeemed pursuant to **Section C.6** of **Article IV**, the shares so converted or redeemed shall be canceled and shall not be issuable by the Corporation. The Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

D. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Subject to the prior rights or the right of participation of holders of all classes of stock at the time outstanding having prior rights as to liquidating distributions, upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of the Common Stock of the Corporation pro rata in accordance with their holdings of Common Stock.

3. Redemption.

(a) Corporation's Right of Redemption. The Common Stock is redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) Redemption Price. The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) Mechanics of Redemption. The Corporation may elect by written notice (a "**Redemption Offer**"), to the holders of the Common Stock, to purchase all of the outstanding shares of Common Stock from the holders at the Redemption Price. The Redemption Offer shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than ten (10) days after the delivery of the Redemption Offer. If the Corporation elects to purchase the Common Stock, the Corporation will promptly notify the holders in writing that the Corporation intends to purchase, on the Redemption Date, all shares of Common Stock. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of Common Stock the applicable payment for the Common Stock. The aggregate amount payable shall be paid by the Corporation directly to the holders. The Corporation shall cancel the certificates for the stock purchased pursuant to the Redemption.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as provided by the Articles of Incorporation and as may be provided by law.

5. Miscellaneous. All rights accruing to the outstanding shares of this Corporation not expressly provided for to the contrary herein shall be vested in the holders of the Common Stock of the Corporation.

2. The foregoing amendment was approved by the Board and by the shareholders of the Corporation on May 2, 2007. The number of votes cast for the amendment was sufficient for its approval by the Series A Preferred, Series B Preferred, Series C Preferred, Series D Preferred, Series E Preferred and Common shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this ___ day of May, 2007.

Ruben Perez-Sanchez
President