

P99000047745



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 632119 9104A

AUTHORIZATION :

COST LIMIT : \$ 43.75

FILED
00 MAR 21 PM 1:44
SECRETARY OF FLORIDA
TALLAHASSEE

Patricia P. [Signature]

ORDER DATE : March 21, 2000

ORDER TIME : 11:13 AM

ORDER NO. : 632119-005

CUSTOMER NO: 9104A

500003177785--2

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight
Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

NAME: WILD WILD EAST, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE MAR 22 2000

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 2000

CSC

TALLAHASSEE, FL

SUBJECT: WILD WILD EAST, INC.
Ref. Number: P99000047745

We have received your document for WILD WILD EAST, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the document.

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

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 500A00015662

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

AMENDMENT TO ARTICLES OF INCORPORATION
OF
WILD WILD EAST, INC.

Pursuant to the provisions of Sections 607.0602 of the Florida Business Corporation Act, through its Board of Directors, this corporation, WILD WILD EAST, INC., adopts the following Articles of Amendment to its Articles of Incorporation, filed with the Secretary of State for the State of Florida on May 24, 1999, as document number P99000047745.

1. **Name of Corporation:** Wild Wild East, Inc.
2. **Text of Amendment Adopted Pursuant to Florida Statutes 607.0602**

Pursuant to the authority granted to the Board of Directors in Article IV of the Certificate and Articles of Incorporation and Florida Statutes Section 607.0602, the Board of Directors unanimously adopts the following Amendment to the Articles of Incorporation, defining Series One Preferred Stock authorized under Article IV:

1. Five Hundred Thousand (500,000) shares of the \$2.50 par value Preferred Stock of this Corporation are classified as "Series One Preferred Stock," to be issued hereafter upon payment therefore at par.

2. Each share of the Series One Preferred Stock shall have the following preferences, limitations and relative rights:

A. **Liquidation Preference.** In the event of the liquidation of the Corporation, the holders of shares of the Series One Preferred Stock shall be entitled, after the debts of the Corporation have been paid, to receive, out of the assets remaining, \$2.50 per share, together with all dividends thereon accrued or in arrears, whether or not earned or declared, before any payment is made or assets set apart for payment to the holders of the Common Stock or class or series of Preferred Stock with a lesser liquidation preference, and shall be entitled to no further payments or distributions. The Corporation reserves the right to issue one or more additional classes or series of Preferred Stock with the same or a lesser preference to the net assets of the Corporation upon liquidation, but in no event shall a class or series of Preferred Stock

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subsequently approved by the Corporation have a liquidation preference greater than the Series One Preferred Stock shares. Any other class or series of Preferred Stock hereafter issued by the Corporation with the same liquidation preference shall also receive a \$2.50 per share preference upon liquidation, together with all dividends thereon accrued or in arrears, whether or not earned or declared. If upon liquidation the net assets remaining after payment of the corporate debts be insufficient to pay the full amount as hereinabove provided, such net assets as remain shall be divided among the holders of the Series One Preferred Stock and each other series or class of Preferred Stock with the same liquidation preference on a pro rata basis in proportion to the total number of shares of the outstanding Preferred Stock with the same priority and liquidation preference.

B. Conversion Right. Upon surrender to the Corporation of the certificate(s) of Series One Preferred Stock to be converted, duly assigned in blank for transfer, a holder of the Series One Preferred Stock may at any time and from time to time after December 31, 2001, and prior to a Redemption Date for such shares, convert his or her shares of Series One Preferred Stock into the Common Stock of the Corporation on the basis of one share of Common Stock, par value \$0.001 per share, for each share of Preferred Stock, par value \$2.50 per share. Provided, however:

- 1) If a Common Stock stock dividend, stock split, share combination, exchange of shares, recapitalization, consolidation, reorganization, or liquidation of or by this Corporation shall occur prior to the conversion of all of the Series One Preferred Stock into Common Stock of the Corporation, the Corporation shall adjust the Common Stock conversion ratio of the remaining, unconverted shares of the Series One Preferred Stock to the extent the Board of Directors of the Corporation in good faith determine appropriate to reflect the equity of the applicable transaction.
- 2) Prior to December 31, 2001, the Corporation shall provide the holders of the Series One

Preferred Stock with not less than sixty (60) days prior written notice of any (a) proposed filing of a registration statement with the Securities Exchange Commission for any of its shares of Common Stock as a public offering, (b) closing under an agreement of merger or consolidation with another corporation or any other reorganization agreement with another corporation described in Section 368(a)(1) of the Internal Revenue Code, in which the Corporation shall not be the sole survivor, (c) adoption by the Corporation of a plan to liquidate and dissolve, or W agreement to sell all or substantially all of the assets of the Corporation in a single transaction or a series of related transactions, and thereupon, the holders of the Series One Preferred Stock shall have the full and immediate right of conversion.

C. Redemption Right. The Corporation may, at any time and from time to time after December 31, 2001, at the option of the Board of Directors, redeem the whole or any part of the outstanding Series One Preferred Stock on any anniversary date after the issuance thereof (the "Redemption Date"), by paying \$2.50 for each share thereof, together with the sum equivalent to all unpaid dividends accrued thereon, upon sixty (60) days notice by mail to the holders of record thereof. If less than all the shares of the Series One Preferred Stock are to be redeemed, the shares to be redeemed shall be selected by lot in such manner as the Board of Directors shall determine. At any time prior to the Redemption Date, the holder of the shares of the Series One Preferred Stock to be redeemed may exercise his or her right to convert such Preferred Stock into Common Stock, as heretofore provided.

D. Voting Rights. Except to the extent required by law or otherwise provided herein, the Series One Preferred Stock shall have no voting rights.

E. Dividend Rights. The Series One Preferred Stock shall not have a preference as to dividends. However, no dividends in cash or property may be paid upon the Common Stock unless a like dividend is paid on each share

of the Series One Preferred Stock.

3. **Date Adopted:** These Articles of Amendment were adopted March 12, 2000.

4. **Approval by Board of Directors:** These Articles of Amendment have been approved by the Board of Directors of this Corporation and are filed pursuant to Florida Statutes 607.0602. The vote of the Board of Directors was unanimous and sufficient to carry this Amendment. This adoption was done by the Board of Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned, as sole Director, and as President, has executed this Amendment on behalf of this corporation this 12th day of March, 2000.



Sole Director and President