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December 13, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Greetings:

Please file Articles of Amendment for KnowledgeView Technologies, Inc.

An original and a copy of the Articles of Amendment are enclosed along with a check in the amount of \$35.00.

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Amend
1-5-00
VRS

Sincerely,


Andrew L. Graham

ALG/cmp

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FILED

FILED

ARTICLES OF AMENDMENT
OF
KNOWLEDGEVIEW TECHNOLOGIES, INC.
DESIGNATING SERIES A PREFERRED SHARES

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CLERK OF STATE
TALLAHASSEE, FLORIDA

1. Article V of the Articles of Incorporation is hereby amended to include the following provisions:

5.3. Series A Preferred Shares.

5.3.1. Designation and Amount. Five hundred thousand shares of the authorized preferred stock of the Corporation is designated as "Series A Preferred Shares" (the "Series A Preferred Shares"). The number of Series A Preferred Shares may be increased or decreased by resolution of the Board of Directors; provided that no decrease will reduce the number of Series A Preferred Shares to a number less than the number of Series A Preferred Shares then outstanding plus the number of Series A Preferred Shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.

5.3.2. Par Value. The par value per Series A Preferred Share is \$0.001.

5.3.3. Stated Value. The stated value per Series A Preferred Share is \$10.91, as adjusted proportionately to reflect stock splits, stock dividends, combinations and other recapitalizations (the "Stated Value").

5.3.4. Dividends and Distributions. The holders of Series A Preferred Shares will be entitled to participate fully on a share-for-share basis with any dividends declared or paid with respect to common shares.

5.3.5. Voting Rights; Pre-Emptive Rights. The holders of Series A Preferred Shares will be entitled to vote on all matters properly brought before the shareholders. They will be entitled to one vote for each full common share into which their Series A Preferred Shares are convertible. Moreover, the Series A Preferred Shareholders will be entitled to elect one member of the Corporation's board of directors. They will vote separately as a class whenever required by law or by applicable stock exchange or market rules, if any. Series A Preferred Shareholders will not have pre-emptive rights.

5.3.6. Conversion.

5.3.6.1. Conversion by Shareholders. Holders of the Series A Preferred Shares will be entitled anytime to convert all or part of their shares into fully-paid non assessable common shares of the Corporation at a conversion ratio of one common share for each Series A Preferred Share. The Corporation will

at all times reserve and keep available sufficient authorized common shares for the conversion of the outstanding Series A Preferred Shares and the exercise or conversion of any other securities it has issued.

5.3.6.2. Conversion by Corporation. The Corporation may, at its option, call for mandatory conversion of any or all of the Series A Preferred Shares at a conversion ratio of one common share for each Series A Preferred Share upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of securities for the account of the Corporation to the public, the gross proceeds of which equal or exceed \$20,000,000 and for which the offering price per share is at least three times the Stated Value, as adjusted.

5.3.6.3. Manner of Conversion. Except as otherwise agreed in writing by the Corporation, each conversion by a shareholder of Series A Preferred Shares into common shares will be effected by the surrender to the Corporation, at its principal office, during normal business hours, of the certificate or certificates representing the shares to be converted, together with a written notice by the holder stating the number of Series A Preferred Shares being converted into common shares. Conversion by the Corporation will arise at the time and date set forth in written notice delivered by the Corporation to the Series A Shareholder. Such time and date will be not fewer than 7 days nor more than 60 days after delivery of the notice. The notice will be deemed delivered two days after it is mailed. Upon conversion, the rights of any holder with respect to the converted Series A Preferred Shares will cease and the person or persons in whose name or names the common shares are to be issued upon such conversion will be deemed to have become the holder or holders of record for the common shares represented thereby. Within a reasonable time thereafter, the Corporation will issue and deliver in accordance with the surrendering holder's instructions the certificate or certificates for the common shares issuable upon such conversion and a certificate representing any shares of Series A Preferred Shares that were represented by the certificates delivered to the Corporation in connection with such conversion, but were not converted.

5.3.6.4. Adjustments to Conversion Ratio.

5.3.6.4.1. Stock Dividend or Split. If the number of outstanding shares of the Corporation's common stock is increased by a stock dividend payable in shares of the Corporation's common stock or by a split-up of shares of the common stock, then, immediately after the determination of holders of common stock entitled to receive the stock dividend or split-up, the number of common shares into which each Series A Preferred Share is convertible will be increased in proportion to the increase in the number of outstanding common shares.

5.3.6.4.2. Combination/Reclassification. If the number of outstanding shares of the Corporation's common stock is decreased by a combination or reclassification of shares of common stock, then, immediately after the combination or reclassification, the number of common shares into which each Series A Preferred Share is convertible will be decreased in proportion to the decrease in the number of outstanding shares.

5.3.6.4.3. Consolidation/Merger. If the Corporation effects any capital reorganization or reclassification of its common stock, or a consolidation or merger with another Corporation, or the sale or other transfer of substantially all of its assets to another Corporation or entity, then, as a condition to such transaction, the Corporation will make fair and lawful provision whereby the Series A Preferred Shareholders will have the right to convert their Series A Preferred Shares into, in lieu of common stock of the Corporation, 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 the Corporation's voting common stock equal to the number of shares of the Corporation's voting common stock into which their shares would be convertible at the applicable conversion ratio as of the effective date of such transaction. The Corporation will not effect any such transaction unless the resulting successor or purchasing entity (if not the Corporation) assumes by written instrument the obligation to deliver the applicable shares of stock, securities, or assets in accordance with the foregoing provision.

5.3.6.4.4. Issuance of Additional Securities. If the Corporation issues any Additional Securities, as defined below, for consideration per share less than the Stated Value, as adjusted, then the number of common shares into which each Series A Preferred Share is convertible will be increased by multiplying such number (immediately before the issuance of the Additional Securities) by the fraction the numerator of which is the Stated Value, as adjusted, and the denominator of which is consideration per share of the Additional Securities. The term Additional Securities means and includes the issuance of common shares or any securities convertible into, exchangeable for, or exercisable for common shares, excluding common shares issued pursuant to any options or other securities outstanding on the date Series A Preferred Shares are first issued. In the case of common shares, the consideration per share will be the total amount of cash plus the fair value (determined by the board of directors in good faith) of all other property or services received by the Corporation for issuance of such common shares divided by the number of shares issued. In the event other securities are issued together with common shares, then a proportion of such consideration will be allocated to the common shares by the board of directors in good faith. In the case any securities convertible into, exchangeable for, or exercisable for common shares, the consideration per share will be the total amount of consideration received by the Corporation for the issuance of such securities plus the total amount of additional consideration receivable by the Corporation upon conversion, exchange or exercise

of such securities divided by the maximum number common shares into which or for which such securities are convertible, exchangeable or exercisable.

5.3.6.4.5. Notice. Within 15 days after the Board of Directors approves of an event which is likely to cause an adjustment to the conversion ratio of the Series A Preferred Shares, the Corporation will deliver written notice to the Series A Preferred Shareholders of record setting forth in reasonable detail the facts of the event and the expected calculation of the adjustment.

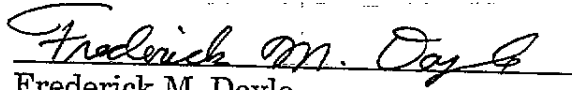
5.3.7. Liquidation, Dissolution or Winding Up. Upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, no distribution will be made to the holders of any other capital stock of the Corporation unless and until all the holders of Series A Preferred Shares have received in fair value with respect to each Series A Preferred Share held by them the Stated Value, as adjusted, plus all declared and unpaid dividends. After receipt of such amounts, the holders of Series A Preferred Shares will not be entitled to share in any other distributions. If the assets legally available for distribution to the Series A Preferred Shareholders are insufficient to permit full payment, then the entire amount legally available will be distributed among the Series A Preferred Shareholders ratably in proportion to the full amounts to which they were entitled. "Fair value" will be determined by the board of directors in good faith. The Corporation will not declare or pay any dividends with respect to any other capital stock of the Corporation if after giving effect to such declaration or payment, the stated capital of the Corporation represented by its common shares and surplus would in the aggregate be less than the liquidation value of the then outstanding Series A Preferred Shares. The Corporation will not create any series of stock having liquidation rights superior or equal to Series A Preferred Shares. For the purposes of this section, the sale of substantially all of the Corporation's assets to an unrelated entity or the consummation of a transaction or a series of transactions resulting in an "ownership change" as defined in section 382 of the Internal Revenue Code of 1986, as amended, will at the option of each Series A Preferred Shareholders be deemed a liquidation of the Corporation.

5.3.8. Waiver. The Series A Preferred Shareholders may waive any preference, privilege or protection granted to them pursuant to these Articles of Incorporation if Series A Preferred Shareholders holding at least three-fourths of the outstanding Series A Preferred Shares vote their consent to the waiver (in any lawful manner). For this purpose, Series A Preferred Shareholders will be entitled to one vote for each share registered in their names on the books of the Corporation.

2. The foregoing amendment was adopted October 11, 1999.

3. The amendment was adopted by the board of directors without shareholder action pursuant to authority set forth in Section 5.2.2. of the Corporation's Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 13th day of December, 1999.


Frederick M. Doyle
As Vice-President