

PINO AND DICKS  
AN AFFILIATION OF PROFESSIONAL CORPORATIONS  
ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32802

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P990000063378

APR 21 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 12 PM 4:13

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

**RE: Articles of Amendment**

Gentlemen:

Enclosed please find Articles of Amendment, together with our client's check in the amount of \$43.75, to cover the filing fee and the certified copy fee.

I have enclosed a separate copy of the Articles of Amendment, to be certified and returned to me in the enclosed envelope.

If for any reason whatsoever you are unable to file the above or should you have any questions, please call me collect at extension 1-1114.

Sincerely,

PINO & DICKS

By:

  
Patricia T. Wilson  
Paralegal

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-04/24/00-01137-010  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

PTW  
Enclosures

*Amend.*

V. SHEPARD MAY 17 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 3, 2000

PATRICIA T. WILSON, PARALEGAL  
POST OFFICE BOX 1511  
ORLANDO, FL 32802

SUBJECT: DYNETECH CORPORATION  
Ref. Number: P99000063378

*5/9/00*  
*Thank you. Additions*  
*have been made*  
*Please file with me*  
*Pat Wilson*  
*407-425-7831*  
*Ext. 1-1114*

We have received your document for DYNETECH CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6909.

Velma Shepard

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DIVISION OF CORPORATIONS

## ARTICLES OF AMENDMENT

1. The Articles of Incorporation of DYNETECH CORPORATION, a Florida corporation, filed in the Office of the Secretary of State, Division of Corporations, in Tallahassee, Florida on July 16, 1999 and assigned document number P99000063378, be and they hereby are amended in the following particular:

Article III be and it hereby is amended to read as follows:

### ARTICLE III CAPITAL STOCK

The maximum number of shares of all classes of stock which this corporation is authorized to have outstanding at any one time is 30,000,000 shares, consisting of two classes: Twenty Million (20,000,000) shares of Common Stock, \$0.01 par value per share, and Ten Million (10,000,000) shares of Preferred Stock, \$0.01 par value per share.

The Board of Directors is authorized, subject to any limitations prescribed by the laws of the State of Florida, without shareholder approval, to authorize shares of preferred stock to be issued in one or more series, with the numbers of shares of each series to be determined by it. The Board of Directors is authorized to fix and determine variations in the designations, preferences, and relative, participating, optional or other special rights, including without limitation, special voting rights, preferential rights to receive dividends or assets upon liquidation, rights of conversion into common stock or other securities, redemption provisions and sinking fund provisions between series and between the preferred stock or any series thereof and the common stock, and the qualifications, limitations or restrictions of such rights; and the shares of preferred stock or any series thereof may have full or limited voting powers or be without voting powers.

Except as is otherwise expressly provided in any amendment to these Articles designating any series of Preferred Stock pursuant to the foregoing provisions of this Article, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have the powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

The Board of Directors has designated 5,500,000 shares of the Corporation's 10,000,000 authorized shares of Preferred Stock, \$.01 par value per share, as Non-Voting Redeemable Convertible Series A Preferred Stock ("Series A Preferred Stock"), which shall have the following characteristics. The Series A Preferred Stock accumulates dividends annually at 8%. These shares are senior to Common Stock and are pari passu to one another. The shares have no voting rights and a liquidation

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preference of the purchase price plus accrued and unpaid dividends. The shares plus any accrued and unpaid dividends mandatorily convert to Units, (a Unit includes 1 share of Common Stock and an Option to Purchase 1 share of Common Stock at a price of \$5.00), upon: (1) a public offering or (ii) upon approval of two third of the outstanding Series A Preferred Stockholders to convert all outstanding shares of Series A Preferred Stock to common stock. Any time after the second anniversary of the original issuance of the Series A Preferred Stock, and on each anniversary thereafter, at the option of the holder thereof, the Company shall redeem one-third of such holder's shares of Series A Preferred Stock, at a redemption price equal to the original purchase price plus all unpaid dividends thereon which have accrued through and including the redemption date.

2. The foregoing amendment was duly adopted by the Board of Directors of the Corporation on the 29<sup>th</sup> day of March, 2000. Shareholder approval was not required.

  
LAURENCE J. PINO, PRESIDENT/DIRECTOR

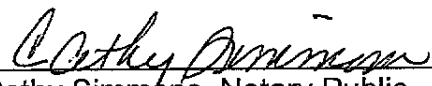
  
PATRICIA T. WILSON, SECRETARY

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared LAURENCE J. PINO, as President, and PATRICIA T. WILSON, as Secretary, of the corporation, on behalf of the corporation, who are personally known to me, and who, after being duly sworn, depose and say that the statements made in the above Articles of Amendment are true to the best of their knowledge and belief.

WITNESS my hand and official seal this 29<sup>th</sup> day of March, 2000.

(SEAL)

  
Cathy Simmons, Notary Public,  
State of Florida

