

PP9000070030



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 770503 86533A

AUTHORIZATION :

Patricia Pysit

COST LIMIT : \$ 35.00

ORDER DATE : July 20, 2000

ORDER TIME : 3:20 PM

ORDER NO. : 770503-005

CUSTOMER NO: 86533A

CUSTOMER: Josh Gutstein, Esq
James E. Burk, Esquire
1818 N Street NW
Suite 701
Washington, DC 20036

Amend

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 24 PM 5:02

FILED

DOMESTIC AMENDMENT FILING

NAME: DC TREES, INC.

600003334086--4

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 24 PM 3:53

RECEIVED

DOOR

7/25/00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DC TREES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FILED
00 JUL 24 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Amendment Adopted:

"ARTICLE III. CAPITAL STOCK

- A. [Remains the same]
- B. [Remains the same]
- C. Designation of Series A Preferred Shares. The authorized number of shares constituting the Series A Preferred Stock is Two Million, Five Hundred Thousand (2,500,000) shares. The designation of and the number of shares constituting the initial class of, and the rights, preferences, privileges and restrictions relating to, such initial series of Preferred Stock are as follows:

1. Revenue Distribution Provisions

(a) Subject to the prior preferences and other rights of any Senior Stock, the holders of Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, cash dividends at the rate of three percent (3%) of the Holder's initial capital investment semi-annually, and no more. Such dividends shall be cumulative from the Issue Date and shall be payable in arrears, when and as declared by the Board of Directors, on June 1 and December 1 of each year (each such date being herein referred to as a "Dividend Payment Date"), commencing on June 1, 2001. The semi-annual period between consecutive Dividend Payment Dates shall hereinafter be referred to as a "Dividend Period." Each such dividend shall be paid to the holders of record of the Preferred Stock as their names appear on the share register of the Corporation on the corresponding Record Date. As used above, the term "Record Date" means, with respect to the dividend payable on June 15 and December 15, respectively, of each year, the preceding June 1 and December 1, or such other record date designated by the Board of Directors of the Corporation with respect to the dividend payable on such respective Dividend Payment Date. Dividends on account of arrears for any past Dividend Periods may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date, not exceeding 50 days preceding the payment date thereof, as may be fixed by the Board of Directors.

(b) In the event that full cash dividends are not paid or made available to the holders of all outstanding shares of Preferred Stock and of any Parity Stock, and funds available shall be insufficient to permit payment in full in cash to all such holders of the preferential amounts to which they are then entitled, the entire amount available for

payment of cash dividends shall be distributed among the holders of the Preferred Stock and of any Parity Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled, and any remainder not paid in cash to the holders of the Preferred Stock shall cumulate as provided in subsection 2(c) below.

(c) If, on any Dividend Payment Date, the holders of the Preferred Stock shall not have received the full dividends provided for in the other provisions of this section, then such dividends shall cumulate, whether or not earned or declared, with additional dividends thereon for each succeeding full Dividend Period during which such dividends shall remain unpaid. Unpaid dividends for any period less than a full Dividend Period shall cumulate on a day-to-day basis and shall be computed on the basis of a 360 day year.

(d) So long as any shares of Preferred Stock shall be outstanding, the Corporation shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise (other than dividends payable in shares of the class or series upon which such dividends are declared or paid, or payable in shares of Common Stock with respect to Junior Stock other than Common Stock, together with cash in lieu of fractional shares), nor shall the Corporation make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Corporation or any Subsidiary, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless all dividends to which the holders of Preferred Stock shall have been entitled for all previous Dividend Periods shall have been paid or declared and a sum of money sufficient for the payment thereof set apart.

(e) Subject to section (f) of this Section, no distributions may be paid to holders of shares of Common Stock unless the holders of shares of Preferred Stock participate in such distributions together with holders of shares of Common Stock to the same extent as if their shares of Preferred Stock were converted into shares of Common Stock (as provided in Section 5 of this Exhibit A with respect to shares of Series A Preferred Stock, on the record date for determining the holders of Common Stock entitled to such distributions).

(f) For purposes of this Section 3, unless the context otherwise requires, distribution shall mean the transfer of cash or property without consideration, payable other than in Common Stock, or the purchase or redemption of shares of this Corporation (other than repurchases of Common Stock held by employees or consultants of this Corporation upon termination of their employment or services pursuant to agreements providing for such repurchase) for cash or property, including any such transfer, purchase or redemption by a subsidiary of this Corporation. Each holder of shares of Preferred Stock shall be deemed to have consented, for purposes of the Florida Statutes, to distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees or consultants upon termination of their employment or services pursuant to agreements providing for such repurchase.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, the holders of shares of each class of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount per share as may be fixed for such class (the "Preferential Amount") plus an amount equal to all accrued and unpaid distributions thereon. The Preferential Amount is \$1.00 for each share of Series A Preferred Stock.

(b) If upon the occurrence of such event the assets thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full Preferential Amount, then the entire assets of this Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the full Preferential Amount each such holder is otherwise entitled to receive.

(c) If assets remain in this Corporation after the distributions provided for in section (a) of this Section have been fully made, the holders of Common Stock shall be entitled to receive, prior and in preference to any further distribution of any other of the surplus funds or assets of the Corporation to the holders of Preferred Stock by reason of their ownership thereof, an amount equal to \$0.25 per share (subject to adjustment for stock dividends, stock splits stock combinations or the like). If upon the completion of the distribution required by section (a) of this Section 4, the assets and funds available to be distributed among the holders of shares of Common Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then the remaining assets and funds of this Corporation legally available for distribution shall be distributed ratably among the holders of the Common Stock in proportion to the full Preferential Amount each such holder is otherwise entitled to receive.

(d) If upon the completion of the distributions contemplated by sections (a) and (c) of this Section assets remain in the Corporation, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock shall participate on a pro rata basis in the distribution of all remaining assets of the Corporation legally available for distribution, with the outstanding shares of Series A Preferred Stock treated as though they have been converted into the number of shares of Common Stock, if any, into which they are convertible as of the date of such distribution.

3. Redemption by the Corporation

(a) The Preferred Stock shall not be redeemed in whole or in part prior to December 1, 2003. On and after December 1, 2003, the Corporation shall redeem up to 2,500,000 shares of Preferred Stock (or such lesser number of shares as shall then be outstanding) (subject to the last sentence of subparagraph 5(b) below), from time to time in part, at the option of the Corporation, at the following redemption price if redeemed

during the 12-month period beginning December 31 of the 2003. Redemption Price Per Share shall be equal to 200% of the initial subscription price together, in the case of any such redemption, with any accrued but unpaid dividends thereon to and including the date of redemption (hereinafter referred to as the "Redemption Price"). The Corporation may reduce the number of shares of Preferred Stock to be redeemed on each such date by subtracting any shares which the Corporation has purchased (including, without limitation, shares redeemed pursuant to the first paragraph of this subparagraph (a)) or shares converted into Common Stock pursuant to paragraph 6 below which have not previously been so subtracted.

(b) If less than all of the outstanding shares of Preferred Stock are to be redeemed, such shares shall be redeemed pro rata or by lot as determined by the Board of Directors in its sole discretion. The Corporation shall not redeem less than all of the outstanding shares of Preferred Stock pursuant to the first paragraph of subparagraph 3(a) above at any time unless all cumulative dividends on the Preferred Stock for all previous semiannual Dividend Periods have been paid or declared and funds therefor set apart for payment.

(c) Notice of every proposed redemption of Preferred Stock shall be sent by or on behalf of the Corporation, by first class mail, postage prepaid, to the holders of record of the shares to be redeemed at their respective addresses as they shall appear on the records of the Corporation, not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption (the "Redemption Date") (i) notifying such holders of the election of the Corporation to redeem such shares and of the date of redemption, (ii) stating the date on which the shares cease to be convertible, and the Conversion Ratio, (iii) stating the place or places at which the shares called for redemption shall, upon presentation and surrender of the certificates evidencing such shares, be redeemed, and the Redemption Price therefor, and (iv) stating the name and address of any Redemption Agent selected by the Corporation in accordance with subparagraph 3(d) below, and the name and address of the Corporation's transfer agent for the Preferred Stock. The Corporation may act as the transfer agent for the Preferred Stock.

(d) Prior to the date on which there shall have been a public distribution of the Preferred Stock, the Corporation may act as the redemption agent to redeem the Preferred Stock. Thereafter the Corporation shall appoint as its agent for such purpose a bank or trust company in good standing, organized under the laws of the United States of America or any jurisdiction thereof, and having capital, surplus and undivided profits aggregating at least Twenty Million Dollars (\$20,000,000), and may appoint any one or more additional such agents which shall in each case be a bank or trust company in good standing organized under the laws of the United States of America or of any jurisdiction thereof, having an office or offices in the City of Orlando, State of Florida, or such other place as shall have been designated by the Corporation, and having capital, surplus and undivided profits aggregating at least Twenty Million Dollars (\$20,000,000). The Corporation or such bank or trust company are hereinafter referred to as the "Redemption Agent." Following such appointment and prior to any redemption, the Corporation shall deliver to the Redemption Agent irrevocable written instructions authorizing the

Redemption Agent, on behalf and at the expense of the Corporation, to cause such notice of redemption to be duly mailed as herein provided as soon as practicable after receipt of such irrevocable instructions and in accordance with the above provisions. All funds necessary for the redemption shall be deposited with the Redemption Agent in trust at least two business days prior to the Redemption Date, for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor. Neither failure to mail any such notice to one or more such holders nor any defect in any notice shall affect the sufficiency of the proceedings for redemption as to other holders.

(e) If notice of redemption shall have been given as hereinbefore provided, and the Corporation shall not default in the payment of the Redemption Price, then each holder of shares called for redemption shall be entitled to all preferences and relative and other rights accorded by this resolution until and including the date prior to the Redemption Date. If the Corporation shall default in making payment or delivery as aforesaid on the Redemption Date, then each holder of the shares called for redemption shall be entitled to all preferences and relative and other rights accorded by this resolution until and including the date prior to the date (the "Final Redemption Date") when the Corporation makes payment or delivery as aforesaid to the holders of the Preferred Stock. From and after the Redemption Date or, if the Corporation shall default in making payment or delivery as aforesaid, the Final Redemption Date, the shares called for redemption shall no longer be deemed to be outstanding, and all rights of the holders of such shares shall cease and terminate, except the right of the holders of such shares, upon surrender of certificates therefor, to receive amounts to be paid hereunder. The deposit of monies in trust with the Redemption Agent shall be irrevocable except that the Corporation shall be entitled to receive from the Redemption Agent the interest or other earnings, if any, earned on any monies so deposited in trust, and the holders of any shares redeemed shall have no claim to such interest or other earnings, and any balance of monies so deposited by the Corporation and unclaimed by the holders of the Preferred Stock entitled thereto at the expiration of two (2) years from the Redemption Date (or the Final Redemption Date, as applicable) shall be repaid, together with any interest or other earnings thereon, to the Corporation, and after any such repayment, the holders of the shares entitled to the funds so repaid to the Corporation shall look only to the Corporation for such payment, without interest.

4. Conversion.

The holders of outstanding shares of Series A Preferred Stock shall have conversion rights as follows:

(a) Incidents Causing Conversion

(i) Optional Conversion

(A) Subject to and upon compliance with the provisions of this section 6, the holder of any shares of Preferred Stock shall have the right at such

holder's option, at any time, to convert all of such shares of Preferred Stock in the holder's possession into fully paid and nonassessable shares of Common Stock at the Conversion Ratio (as hereinafter defined) in effect on the Conversion Date (as hereinafter defined) upon the terms hereinafter set forth. The holder, if exercising the option to convert his/her preferred shares into common shares, must convert 100% of the preferred shares held by the holder. The Corporation will not issue shares to a holder who attempts to convert any number of preferred shares less than that holder's (i) original subscription or (ii) original subscription less the preferred shares redeemed by the Corporation pursuant to section 5 above.

In case any share of Preferred Stock is called for redemption, such right of conversion shall terminate at the close of business on the fifth day prior to the Redemption Date or, if the Corporation shall default in the payment of the Redemption Price, at the close of business on the fifth day prior to the Final Redemption Date.

(B) Mechanics of Optional Conversion

The holder of any shares of Preferred Stock may exercise the conversion right specified in subsection 4(a)(i)(A) by surrendering to the Corporation or any transfer agent of the Corporation the certificate or certificates for the shares to be converted, accompanied by written notice specifying the number of shares to be converted. Upon the surrender of the preferred shares, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided that the Corporation shall not be obligated to issue to any such holder certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing the shares of Preferred Stock are either delivered to the Corporation or any transfer agent of the Corporation. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made or on the date of the surrender of the preferred shares, as the case may be, and such date is referred to herein as the "Conversion Date." The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of such Common Stock on the applicable Conversion Date. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Preferred Stock surrendered for conversion (in the case of conversion pursuant to subsection 4(a)(i)(A)), the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Preferred Stock representing the unconverted portion of the certificate so surrendered.

(C) The Preferred Stock may not be Converted in whole prior to December 31, 2001. On and after December 31, 2001, the Holder may convert the Preferred Stock in whole or in part, at the option of the Holder, at a Conversion Ratio as set forth in subsection 4(c) herein.

(ii) Automatic Conversion

(A) Each share of Series A Preferred Stock shall automatically be converted into such number of fully paid and nonassessable shares of Common Stock as is determined pursuant to section (c) of this Section 4 upon the closing of the issuance of shares following the effectiveness of a registration statement (other than a registration statement with respect to any securities offered pursuant to any employee purchase, savings, option, bonus, appreciation, profit sharing, thrift, incentive or similar plan of the Corporation) under the Securities Act of 1933, as amended.

(B) Cases Creating Automatic Conversion

(1) A consolidation, reorganization or merger of this Corporation with or into any other Corporation or Corporations (i) in which the acquiring company is a public company or (ii) in which the stockholders of this Corporation immediately after the transaction own less than fifty percent (50%) of the voting power of the surviving entity,

(2) a sale, conveyance or other disposition of all or substantially all of this Corporation's property or business, or

(3) a transaction or class of related transactions in which control of this Corporation is transferred (consisting of transfer of at least fifty percent (50%) of the voting power of the Corporation to one person or group of affiliated persons), or

(4) the Corporation files a registration statement to register its securities with the Federal Securities and Exchange Commission pursuant to the Securities Act of 1933.

(C) Mechanics of Automatic Conversion

In the event of an automatic conversion of all outstanding shares of Series A Preferred Stock pursuant to section (a)(ii) of this Section 4, the effective date of such conversion shall be the date of the occurrence of the event that triggered such automatic conversion. Notwithstanding the fact that such conversion shall be deemed to have taken place automatically, each holder of outstanding shares of Series A Preferred Stock so converted shall be obligated to surrender to the Corporation all certificates representing his shares of Series A Preferred Stock so converted, the satisfaction of which obligation shall be a condition to the Corporation's obligation to issue a certificate representing the shares of Common Stock he received upon such automatic conversion.

(b) Conversion Ratio

Each share of Series A Preferred Stock to be converted into shares

of Common Stock shall be converted on the basis of a 1:1 ratio into the number of fully paid and nonassessable shares of Common Stock, with no fractional shares to be issuable upon conversion.

(c) Notices

In the event of any taking by this Corporation of a record of the holders of any class or class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this Corporation shall mail to each holder of Series A Preferred Stock, at least 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. Any notice required by the provisions of this Section 6 to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of this Corporation.

(d) Reservation of Common Stock Issuable Upon Conversion

This 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 Preferred Stock 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 the Series A Preferred Stock; 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 the outstanding shares of the Series A Preferred Stock, this 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 purpose.

5. Voting Rights

The holders of the issued and outstanding shares of Preferred Stock shall have no voting rights except as set forth herein and as required by law; provided however that the Corporation may, without the vote or consent of any holders of the Preferred Stock, amend the Corporation's Certificate of Incorporation or file a Certificate of Designation or similar instrument to issue preferred stock of the Corporation which is Junior Stock.

6. Covenants.

In addition to any other rights provided by law, so long as any Preferred Stock is outstanding, the Corporation, without first obtaining the affirmative vote or

written consent of the holders of not less than a majority of such outstanding shares of Preferred Stock, will not:

(a) amend or repeal any provision of, or add any provision to, the Corporation's Certificate of Incorporation or By-Laws if such action would alter adversely or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, any Preferred Stock, or increase or decrease the number of shares of Preferred Stock authorized hereby;

(b) authorize or issue shares of any class or series of stock not expressly authorized herein having any preference or priority as to dividends, assets or other rights superior to or on a parity with any such preference or priority of the Preferred Stock, or authorize or issue shares of stock of any class or any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of the Corporation having any preference or priority as to dividends, assets or other rights superior to or on a parity with any such preference or priority of the Preferred Stock;

(c) reclassify any class or series of any Junior Stock into Parity Stock or Senior Stock or reclassify any series of Parity Stock into Senior Stock;

(d) pay or declare any dividend on any Junior Stock (other than dividends payable in shares of the class or series upon which such dividends are declared or paid, or payable in shares of Common Stock with respect to Junior Stock other than Common Stock, together with cash in lieu of fractional shares and dividends not in excess of dividends paid to the Preferred Stock) while the Preferred Stock remains outstanding, or apply any of its assets to the redemption, retirement, purchase or acquisition, directly or indirectly, through subsidiaries or otherwise, of any Junior Stock, except from employees of the Corporation upon termination of employment or otherwise pursuant to the terms of stock purchase or option agreements providing for the repurchase of, or right of first refusal with respect to, such Junior Stock entered into with such employees; or

(e) materially change the principal business of the Corporation.

7. Exclusion of Other Rights.

Except as may otherwise be required by law, the shares of Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in these Articles or by resolution adopted by the Board of Directors (as such resolution may be amended from time to time). The shares of Preferred Stock shall have no preemptive or subscription rights."

SECOND: The date of this Amendment's adoption: June 20, 2000.

THIRD: Adoption of Amendment.

The amendment was unanimously approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 20th Day of July

By: _____

A handwritten signature in black ink, appearing to read 'Dale Collier', written over a horizontal line.

Dale Collier
President