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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Conectadas, Inc
(Corporation Name) (Document #)

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2. _____
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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

C. COULLIETTE MAR 08 2000

Examiner's Initials

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONECTADAS, INC.
DESIGNATING THE
PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS OF
SERIES A CONVERTIBLE PREFERRED STOCK**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602 of the Florida Business Corporation Act, the undersigned on behalf of Conectadas, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), does hereby certify the following:

FIRST: The name of the corporation is Conectadas, Inc.

SECOND: Pursuant to the authority conferred upon the Corporation's Board of Directors by Article IV of the Corporation's Amended and Restated Articles of Incorporation, the Board of Directors on March 6, 2000, adopted the following amendment to said Article IV creating a series of 2,500,000 shares of Preferred Stock designated as "Series A Convertible Preferred Stock":

"ARTICLE IV - CAPITAL STOCK" of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended by adding at the end of said ARTICLE IV the language appearing on Exhibit A attached hereto and made a part hereof.

THIRD: The amendment was adopted on March 6, 2000.

FOURTH: The amendment was duly adopted by the Board of Directors.

Dated March 6, 2000

CONECTADAS, INC.

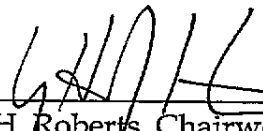
By: 
Lynn H. Roberts, Chairwoman and
President

Exhibit A

Conectadas, Inc.

Designation of the Series A Convertible Preferred Stock

C. Series A Convertible Preferred Stock.

1. Designation and Stated Value. Two Million Five Hundred Thousand (2,500,000) shares of the Corporation's Preferred Stock have been designated by the Board of Directors of the Corporation as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). Each share of the Series A Preferred Stock shall have a stated value (the "Stated Value") of One Dollar (\$1.00), which shall be subject to adjustment as set forth in Paragraph 4(f) hereof.

2. Dividend Rights. The holders of the Series A Preferred Stock of record on the books of Corporation (the "Holders") shall be entitled to participate equally with the holders of the Common Stock as to dividends, when, as and if declared by the Board of Directors, out of assets of the Corporation legally available therefor, and, when declared, shall be entitled to receive such dividends in an amount per share of the Series A Preferred Stock equal to the dividends payable on the number of shares of Common Stock into which one share of Series A Preferred Stock is then convertible, determined as of the date fixed for determining holders of shares of Common Stock entitled to receive such dividends. Each such dividend, whenever declared and whether paid or payable in cash, the capital stock of the Corporation, or any other property, shall be paid to the Holders at the same time such dividend is paid to the holders of Common Stock.

3. Liquidation Rights.

a. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of Common Stock or any other series or class or classes of stock of the Corporation ranking junior to the Series A Preferred Stock, and subject to the liquidation rights and preferences of any class or series of preferred stock designated in the future to be senior to, or on parity with, the Series A Preferred Stock with respect to liquidation preferences, upon liquidation, dissolution or winding up, the Holders shall be

entitled to receive an amount per share of Series A Preferred Stock in cash equal to the Stated Value, plus all declared and unpaid dividends on each such share as of the date fixed for distribution (the "Liquidation Amount").

b. Participation in Common Stock Liquidation Rights. After the payment, in cash, to the Holders of the Liquidation Amount as provided in Paragraph 3(a) hereof, the Holders shall participate equally with the holders of shares of Common Stock and any other class or series of stock entitled to participate with the Common Stock in the event of liquidation, dissolution or winding up in the distribution of any remaining assets of the Corporation and shall receive an amount per share of the Series A Preferred Stock equal to the distribution made in respect of the number of shares of Common Stock into which one share of Series A Preferred Stock is then convertible less the Liquidation Amount (the "Additional Liquidation Amount" and, together with the Liquidation Amount, the "Aggregate Liquidation Amount").

c. Transactions Not Deemed Liquidation. Neither a merger or consolidation of the Corporation into or with any other corporation, nor the merger or consolidation of any other corporation into or with the Corporation, nor a voluntary sale, transfer, lease, or other disposition of all or substantially all of the assets of the Corporation, shall be deemed to be a liquidation, dissolution, or winding up of the Corporation within the meaning of this Paragraph 3.

4. Conversion Provisions.

a. Conversion at the Option of the Holders. Subject to and upon compliance with the provisions of this Paragraph 4 and subject to compliance with any required notification or expiration of any notice or waiting period under applicable laws or regulations, each Holder shall have the right, at such Holder's option, at any time (and from time to time) to convert any shares of the Series A Preferred Stock into that number of fully paid and nonassessable shares of Common Stock (calculated as to each conversion to the nearest 1/100th of a share of Common Stock) equal to the then applicable Conversion Rate (as defined in Paragraph 4(e) hereof) multiplied by the number of shares of the Series A Preferred Stock to be converted pursuant to this Paragraph 4(a), by surrendering the certificate or certificates representing shares to be converted in the manner provided in Paragraph 4(c) hereof.

b. Automatic Conversion. Upon (1) the consummation of a Qualified Public Offering, (2) a transaction involving a third party or group of third parties pursuant to which such party or parties acquire more than fifty-one percent (51%) of the capital stock of the Company possessing the voting power under normal circumstances to elect a majority of the Board of Directors of the

Corporation (whether by merger, consolidation or sale or transfer of the Company's capital stock) or (3) the vote of the Holders of more than 50% of the then outstanding shares of the Series A Preferred Stock to effect an automatic conversion of the Series A Preferred Stock into shares of Common Stock, all shares of Series A Preferred Stock shall, by virtue thereof, and without any action on the part of a Holder thereof or the Corporation, be deemed automatically converted into a number of fully paid and nonassessable shares of Common Stock (calculated as to each conversion to the nearest 1/100th of a share of Common Stock) equal to the then applicable Conversion Rate multiplied by the number of shares of the Series A Preferred Stock then outstanding. For purposes of this Paragraph 4(b), "Qualified Public Offering" shall mean the closing of a firm commitment, underwritten public offering of Common Stock with gross proceeds (before underwriting discounts and commissions, if any) to the Corporation of at least Ten Million Dollars (\$10,000,000).

c. Conversion Procedures.

i. In order to exercise the optional conversion privilege pursuant to Paragraph 4(a) hereof, the Holder of each share of the Series A Preferred Stock to be converted shall deliver to the Corporation during regular business hours, at the principal office of the Corporation or at the office of any transfer agent of the Corporation for the Series A Preferred Stock or at such other place as may be designated by the Corporation, the certificate or certificates representing the shares of the Series A Preferred Stock to be converted, duly endorsed or assigned in blank (or to the Corporation if so requested), accompanied by written notice stating that the Holder elects to convert such shares. Unless the shares of Common Stock issuable upon conversion are to be issued in the same name as the name in which the shares of the Series A Preferred Stock are registered, each share surrendered for conversion shall be accompanied by an instrument of transfer, in such form as is satisfactory to the Corporation, duly executed by the Holder or such Holder's duly authorized attorney and by funds in an amount sufficient to pay any transfer or similar tax.

ii. As promptly as practicable after the surrender by a Holder of the certificate or certificates representing shares of the Series A Preferred Stock in accordance with this Paragraph 4(c), the Corporation shall issue and shall deliver to the Holder a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of the shares of Series A Preferred Stock for which the conversion privilege was exercised in accordance with the provisions of this Paragraph 4, together with a certificate representing any shares of the Series A Preferred Stock that were represented by the certificate or certificates surrendered to the Corporation in connection with such conversion but were not converted. Any fractional interest in respect of a share of Common

Stock arising out of such conversion shall be settled as provided in Paragraph 4(d) hereof. The Corporation shall pay all expenses, taxes (other than stock transfer taxes) and other charges required to be paid by the Corporation in order to issue the shares of Common Stock pursuant to this Paragraph 4(c).

iii. Conversion shall be deemed to have been effected (A) with respect to conversion pursuant to Paragraph 4(a) hereof, on the date on which all of the conditions specified in Paragraph 4(c)(i) hereof have been satisfied, and (B) with respect to conversion pursuant to Paragraph 4(b) hereof, on the date of (1) the closing of a Qualified Public Offering; (2) the closing of the transaction specified under Paragraph 4(b)(2); or (3) the date upon which the holders of more than 50% of the Series A Preferred Stock vote to effect an automatic conversion under Paragraph 4(b)(3), (the "Conversion Date"), and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented by those certificates on the Conversion Date and such conversion shall be at the Conversion Rate in effect on the Conversion Date, unless the stock transfer books of the Corporation shall be closed on the Conversion Date, in which case such person or persons shall be deemed to have become such holder or holders of record at the close of business on the next succeeding day on which such stock transfer books are open, but such conversion shall be at the Conversion Rate in effect on the Conversion Date. All shares of Common Stock delivered upon conversion of the shares of the Series A Preferred Stock will upon delivery be duly and validly issued and fully paid and nonassessable, and not subject to any preemptive rights. Upon the surrender of certificates representing shares of the Series A Preferred Stock to be converted, such shares no longer shall be deemed to be outstanding and all rights of a holder with respect to the shares surrendered for conversion shall immediately terminate except the right to receive the Common Stock as provided herein (or a cash payment in lieu of fractional shares pursuant to Paragraph 4(d) hereof) and except as set forth in Paragraph 4(c)(iv) hereof.

iv. The Corporation shall make no payment or adjustment regarding any dividend amount payable pursuant to Paragraph 2 hereof with respect to any shares of the Series A Preferred Stock converted pursuant to this Paragraph 4 unless the Conversion Date for such shares of Series A Preferred Stock occurs subsequent to the record date preceding a date fixed by the Board of Directors as the payment date for dividends on the shares of the Series A Preferred Stock (a "Dividend Payment Date") but on or prior to such Dividend Payment Date, in which case the Holder of such shares at the close of business on such record date shall be entitled to receive the dividend payable on

such shares on such Dividend Payment Date notwithstanding the conversion thereof.

d. Fractional Shares. No fractional shares or securities representing fractional shares of Common Stock shall be issued upon conversion of the shares of the Series A Preferred Stock. In lieu of any fractional shares to which the Holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the Stated Value.

e. Conversion Rate. The "Conversion Rate" per share of the Series A Preferred Stock shall be one (1) share of Common Stock for each share of the Series A Preferred Stock, subject to adjustment from time to time as provided in Paragraph 4(f) hereof.

f. Anti-Dilution Provisions and Certain Other Adjustments.

i. Adjustment for Change in Common Stock or Reorganization. Subject to the provisions of this Paragraph 4(f), in the event the Corporation shall, at any time or from time to time while any of the shares of the Series A Preferred Stock are outstanding, (a) pay a dividend or make a distribution in respect of Common Stock in shares of Common Stock or (b) subdivide or combine the outstanding shares of Common Stock into a greater or lesser number of shares, in each case whether by reclassification of shares, recapitalization of the Corporation, or otherwise, then, in such event, each share of the Series A Preferred Stock will automatically, without any action on the part of the Holder thereof or the Corporation, become convertible into that number of shares of Common Stock equal to the Conversion Rate applicable immediately prior to such event multiplied by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event, and the denominator of which is the number of shares of Common Stock outstanding immediately before such event (such fraction, the "Conversion Rate Fraction"). An adjustment pursuant to this Paragraph 4(f)(i) shall be effective upon payment of such dividend or distribution in respect of the Common Stock and in the case of a subdivision or combination shall become effective immediately as of the effective date thereof, at which time the Conversion Rate shall be adjusted to equal the pre-event Conversion Rate multiplied by the Conversion Rate Fraction.

ii. Adjustment for Second Round Financing Valuation. If, following the issuance of the Series A Preferred Stock, in connection with the Corporation's next offering of equity securities with aggregate proceeds to the Corporation in excess of Three Million Dollars (\$3,000,000) (the "Second Round Financing"), the per share valuation of the Corporation implied in the pricing of

the equity securities to be sold in the Second Round Financing (calculated on a fully diluted basis (which shall include, but is not limited to the number of shares of Common Stock issuable upon conversion of Series A Preferred Stock) without consideration for stock options granted to the Corporation's employees and consultants), without giving effect to the Corporation's receipt of the proceeds of the Second Round Financing (the "Pre-Money Valuation"), is less than \$1.50, the Conversion Rate of Series A Preferred Stock shall be adjusted upward upon the closing of the Second Round Financing to a Conversion Rate equal to the Conversion Rate immediately prior to the Second Round Financing times the "Second Round Financing Factor." The Second Round Financing Factor shall be the lesser of (a) 2.6, and (b) a fraction, the numerator of which is \$1.50 and the denominator of which is Pre-Money Valuation. This section shall be of no further effect after the Corporation's Second Round Financing.

iii. Additional Adjustments. If the Corporation shall make any dividend or distribution on shares of Common Stock, that is not expressly addressed by the terms of this Paragraph 4(f) and does not result in an adjustment to the Conversion Rate, the Board of Directors may, in its sole discretion, consider whether such dividend or distribution is of a nature that some type of equitable adjustment should be made to the Conversion Rate in respect of such dividend or distribution for the protection of the holders of shares of the Series A Preferred Stock. If in such case the Board of Directors determines that some type of adjustment should be made to the Conversion Rate, an equitable adjustment to the Conversion Rate not repugnant to applicable law and for the protection of the Holders shall be made effective as of the date of such dividend or distribution, as determined in good faith by the Board of Directors in its sole discretion. The determination of the Board of Directors as to whether some type of adjustment to the Conversion Rate should be made pursuant to the provisions of this Paragraph 4(f)(v), and if so, as to what adjustment should be made and when, shall be final and binding on the Corporation and all stockholders of the Corporation.

iv. Notification. Whenever an adjustment to the Conversion Rate is required pursuant to this Paragraph 4(f) (or the Board of Directors deems necessary under Paragraph 4(f)(iii)), the Corporation shall forthwith place on file with the transfer agent for Common Stock, if any, and with the Treasurer (or Chief Financial Officer) of the Corporation, a statement signed by the Treasurer (or Chief Financial Officer) or Assistant Treasurer of the Corporation stating the adjusted Conversion Rate as provided herein. Such statement shall set forth in reasonable detail such facts as shall be necessary to show the reason and the manner of computing such adjustment. Within forty-five (45) days after each adjustment to the Conversion Rate, the Corporation shall mail a notice thereof and of the then prevailing number of shares of Common

Stock into which each share of the Series A Preferred Stock can be converted to each Holder.

g. Termination of Right to Convert in Connection with Fundamental Corporate Changes. Notwithstanding anything herein to the contrary, and subject to the notice requirements of this Paragraph 4(g), if the Corporation shall be a party to any transaction that involves any consolidation or merger of the Corporation with or into another corporation, or any sale of all or substantially all of the assets of the Corporation to another corporation, and which is effected in such a way that the holders of Common Stock shall be entitled to receive cash, stock, securities or other assets with respect to or in exchange for Common Stock, then the right to convert the shares of the Series A Preferred Stock shall terminate at the close of business on the date as of which the holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for cash, securities or other assets deliverable upon such consolidation, merger or sale of all or substantially all of the assets of the Corporation. In case the Corporation shall enter into any agreement or understanding with respect to, or the Board of Directors shall adopt any resolution authorizing or proposing, any transaction of the type described in this Paragraph 4(g), then in any such event the Corporation promptly shall cause to be mailed, by registered or certified mail, postage prepaid, to the Holders at each such Holder's last address appearing on the records of the Corporation, thirty (30) days prior to the record date or the date the Corporation closes its stock transfer books for determining rights to vote with respect to any consolidation, merger or sale, a notice of such agreement, understanding or resolution stating the expected record date for determining holders of Common Stock entitled to exchange their shares with respect to a transaction described in this Paragraph 4(g).

h. Sufficient Authorized Shares of Common Stock. The Corporation shall at all times reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of shares of the Series A Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock. The Corporation shall, from time to time, subject to and in accordance with applicable law, increase the authorized shares of Common Stock if at any time the number of authorized shares of Common Stock remaining unissued shall not be sufficient to permit the conversion at such time of all then outstanding shares of the Series A Preferred Stock.

5. Voting Rights. Each Holder shall be entitled to vote on all matters, except for the election of the Board of Directors of the Company, together with

the holders of shares of Common Stock and in so voting shall be entitled to that number of votes in respect of the Holder's shares of Series A Preferred Stock equal to the number of shares of Common Stock then issuable upon conversion of the Series A Preferred Stock held by such Holder.

6. No Reissuance of the Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued, and all such shares shall be cancelled and retired. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Series A Preferred Stock accordingly.

7. Registration of Transfer. The Corporation shall keep at its principal office a register for the registration of shares of Series A Preferred Stock. Subject to compliance with applicable law, including but not limited to federal and state securities laws, upon the surrender of any certificate representing shares of Series A Preferred Stock at such place, the Corporation shall, at the request of the holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares as is requested by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

8. Lost Certificate, Etc. Upon receipt of evidence reasonable satisfactory to the Corporation of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Series A Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation or, in the case of any such mutilation, upon surrender of such certificate, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate, and dividends will accrue on the shares represented by such new certificate from the date to which dividends have been fully paid on such lost, stolen, destroyed or mutilated certificate.

9. Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purposes of determining the holders thereof who are entitled to receive any dividend (other than a cash 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 of the Corporation, or to receive any other right, the

Corporation shall mail to each holder of Series A Preferred Stock, at least 10 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.