

To: [redacted]
Subject: 000262.97747

From: Ricky Soto

Wednesday, December 31, 2008 3:04 PM Page: 1 of 27

Division of Corporations

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Account Number : 11045000071;
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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REDVECTOR.COM, INC.

Certificate of Status	0
Certified Copy	1
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SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), RedVector.com, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: That the Corporation is named RedVector.com, Inc. and was originally incorporated in the State of Florida on October 29, 1999 under the name Oxfordinstitute.com, and that these Second Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Second Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Second Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the holders or each class of capital stock of the Corporation pursuant to a written consent in lieu of a meeting dated December 31, 2008, and the votes cast for the amendment by the holders of each such class of capital stock were sufficient for approval.

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation is: RedVector.com, Inc.

ARTICLE TWO

PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is located at Two Urban Center, 4890 W. Kennedy Blvd., Suite 740, Tampa, Florida 33609.

ARTICLE THREE

CAPITAL STOCK

A. Classes of Stock. The total number of shares of all classes of capital stock authorized to be issued is (i) 40,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), and (ii) 20,000,000 shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), of which (a) 5,000,000 shares shall be designated "Series B Preferred Stock", of which (1) 3,000,000 shares shall be designated as "Series B-1 Preferred Stock", and (2) 2,000,000 shares shall be designated as "Series B-2 Preferred Stock", and (b) 2,000,000 shares

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shall be designated "Series C Preferred Stock". The rights, preferences, privileges and restrictions applicable to the capital stock of the Corporation are set forth below in this Article Three.

B. Designations. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The descriptions of shares of Series B-1 Preferred Stock, Series B-2 Preferred Stock and Series C Preferred Stock are as set forth in Section C of this Article Three. The description of shares of each other series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to issuance of such Preferred Stock, prior to the issuance of any shares of such series.

Subject to the limitations and provisions set forth in these Second Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock (other than the Series B-1 Preferred Stock, Series B-2 Preferred Stock and the Series C Preferred Stock) and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without shareholder action: (i) to increase or decrease the number of shares included in each series of Preferred Stock (other than the Series B-1 Preferred Stock, Series B-2 Preferred Stock and the Series C Preferred Stock), or (ii) to establish in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, and subject to the limitations and provisions set forth in these Second Amended and Restated Articles of Incorporation, the Board of Directors shall not be authorized to change the right of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. Without limiting the generality of the foregoing, the authority of the Board of Directors with respect to each series of Preferred Stock (other than the Series B-1 Preferred Stock, Series B-2 Preferred Stock and the Series C Preferred Stock) shall include, but not be limited to, establishment of the following:

(i) the number of shares constituting that series and the distinctive designation of that series;

(ii) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(iii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iv) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

* The Corporation previously authorized and issued shares of Series A Preferred Stock, all of which have been redeemed.

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(v) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(vi) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(vii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(viii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

In accordance with Section 607.0602 of the FBCA, the Board of Directors shall determine all of the preferences, limitations, and relative rights for each series of Preferred Stock before the issuance of any shares of that series. The shares of Preferred Stock of any one series shall be identical with each other in such series in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

Subject to all of the rights of the Preferred Stock as expressly provided herein by law or by the Board of Directors pursuant to this Article Three, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and

(c) upon the voluntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed prorata to the holders of the Common Stock in accordance with their respective rights and interest.

C. Rights, Preferences, and Restrictions of the Series B Preferred Stock and Series C Preferred Stock.

1. Dividends.

a. Series B Preferred Stock Dividends.

(i) Except as otherwise provided in these Second Amended and Restated Articles of Incorporation, the holders of the Series B Preferred Stock

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shall be entitled to receive dividends (the "Series B Dividends") prior to and in preference to dividends paid on the Series B Junior Securities (as defined below) in an amount equal to a rate of six percent (6%) per annum. Such dividends shall be cumulative and accrue daily, whether or not declared by the board of directors and whether or not there are profits, surplus, or other legally available funds to pay them. Such dividends shall be payable when declared by the Board of Directors or as otherwise specified herein. The base amount on which the Corporation pays the Series B Dividends (initially \$1.00 per share) will be adjusted as follows: If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Series B Preferred Stock into a greater number of shares, the amount in effect immediately before the subdivision will be proportionately reduced, and conversely, if the outstanding shares of Series B Preferred Stock are combined into a smaller number of shares, the amount in effect immediately before the combination will be proportionately increased.

(ii) In the event dividends are paid on any share of Common Stock, an additional dividend shall be paid with respect to all outstanding shares of Series B Preferred Stock in an amount equal per share (on an as-if converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock.

(iii) No dividends shall be paid or declared on any Series B Junior Securities without the approval, by affirmative vote or written consent, of the majority of the holders of the Series B-2 Preferred Stock.

(iv) The Corporation shall pay accrued unpaid Series B Dividends in cash in one lump sum payment to the electing holders of Series B Preferred Stock on the earlier of the following events: (1) a Redemption Date (as defined below, as to the redeemed shares only), (2) a Conversion Date (as defined below), but only as to shares converted on a Qualified IPO (as defined below), or (3) a liquidation, dissolution or winding up of the Corporation's affairs (voluntary or involuntary) (a "Liquidation Event") or Deemed Liquidation Event (as defined below). This lump sum payment shall be made in cash or in Common Stock at the election of the holder of Series B Preferred Stock. If a Series B Dividend cannot be paid in full, the Corporation shall pay dividends to the maximum possible extent to the holders of the Series B Preferred Stock, ratably based on the respective amounts of Series B Dividends otherwise payable to them. To the extent that a Series B Dividend is due but unpaid, payment of the Series B Dividend shall occur as soon as and when funds are legally available.

(v) Notwithstanding anything in this Article III to the contrary, so long as any shares of the Series C Preferred Stock shall remain outstanding and any Series C Dividends remain accrued but unpaid, the Corporation shall not pay any dividends with respect to or redeem any shares Series C Junior Securities (as defined below).

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b. Series C Preferred Stock Dividends.

(i) Except as otherwise provided in these Second Amended and Restated Articles of Incorporation, the holders of the Series C Preferred Stock shall be entitled to receive dividends (the "Series C Dividends") prior to and in preference to dividends paid on the Series C Junior Securities in an amount equal to a rate of six percent (6%) per annum. Such dividends shall be cumulative and accrue daily, whether or not declared by the board of directors and whether or not there are profits, surplus, or other legally available funds to pay them. Such dividends shall be payable when declared by the Board of Directors or as otherwise specified herein. The base amount on which the Corporation pays the Series C Dividends (initially \$1.00 per share) will be adjusted as follows: If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Series C Preferred Stock into a greater number of shares, the amount in effect immediately before the subdivision will be proportionately reduced, and conversely, if the outstanding shares of Series C Preferred Stock are combined into a smaller number of shares, the amount in effect immediately before the combination will be proportionately increased.

(ii) In the event dividends are paid on any share of Common Stock, an additional dividend shall be paid with respect to all outstanding shares of Series C Preferred Stock in an amount equal per share (on an as-if converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock.

(iii) No dividends shall be paid or declared on any Series C Junior Securities without the approval, by affirmative vote or written consent, of the majority of the holders of the Series C Preferred Stock.

(iv) The Corporation shall pay accrued unpaid Series C Dividends in cash in one lump sum payment to the electing holders of Series C Preferred Stock on the earlier of the following events: (1) a Redemption Date (as defined below, as to the redeemed shares only), (2) a Conversion Date (as defined below), but only as to shares converted on a Qualified IPO (as defined below), or (3) a Liquidation Event or Deemed Liquidation Event. This lump sum payment shall be made in cash or in Common Stock at the election of the holder of Series C Preferred Stock. If a Series B Dividend cannot be paid in full, the Corporation shall pay dividends to the maximum possible extent to the holders of the Series C Preferred Stock, ratably based on the respective amounts of Series C Dividends otherwise payable to them. To the extent that a Series C Dividend is due but unpaid, payment of the Series C Dividend shall occur as soon as and when funds are legally available.

2. Ranking; Liquidation Preference.

a. Ranking. The Series B Preferred Stock ranks senior to every other class or series of the Common Stock and each other class and series of the Preferred

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Stock, other than the Series C Preferred Stock or any other class or series of Preferred Stock newly designated and for which approval is secured from the holders of a majority of Series B-1 Preferred Stock and the holders of a majority of the Series B-2 Preferred Stock (collectively, the "Series B Junior Securities"). The Series C Preferred Stock ranks senior to every other class or series of the Common Stock and each other class and series of the Preferred Stock, including the Series B Preferred Stock, other than any class or series of Preferred Stock newly designated and for which approval is secured from the holders of a majority of Series C Preferred Stock (collectively, the "Series C Junior Securities").

b. Initial Preferential Amount to Series B Preferred Stock and Series C Preferred Stock. In the event of any Liquidation Event, after paying or providing for payment of its debts and other liabilities, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any payment or distribution to the holders of any Series C Junior Securities, a cash amount per share of Series C Preferred Stock held by them equal to the Series C Liquidation Price (as defined below) (the "Series C Liquidation Preference"). If upon the occurrence of a Liquidation Event, the assets of the Corporation shall be insufficient to permit the full payment of the Series C Liquidation Price, then the entire assets of the Corporation legally available for distribution shall be distributed ratably among the holders of Series C Preferred Stock in proportion to the aggregate dollar amount of the Series C Liquidation Price payable to each such holder (assuming the full Series C Liquidation Price could be paid).

Upon completion of the full distribution of the Series C Liquidation Preference required by the previous paragraph, the Corporation shall pay to the holders of Series B Preferred Stock, before paying any amount to the holders of Series B Junior Securities, a cash amount for each share of Series B Preferred Stock equal to the Series B Liquidation Price (as defined below) (the "Series B Liquidation Preference"). If its assets to be distributed among the holders of Series B Preferred Stock on a Liquidation Event are insufficient to permit the Corporation to pay the full Series B Liquidation Price for each share of Series B Preferred Stock, then the entire assets of the Corporation legally available for distribution shall be distributed ratably among the holders of Series B Preferred Stock in proportion to the aggregate dollar amount of Series B Liquidation Price payable to each such holder (assuming the full Series B Liquidation Price could be paid).

c. Liquidation Price. The "Series C Liquidation Price" shall be an amount per share equal to the sum of: (i) \$1.00 (as adjusted in subsection (e) below) (the "Original Series C Issue Price") and (ii) an amount equal to accrued but unpaid dividends on each such share. The "Series B Liquidation Price" shall be an amount per share equal to the sum of: (i) \$1.00 for each outstanding share of Series B-2 Preferred Stock, and \$1.00 for each outstanding share of Series B-1 Preferred Stock (each as adjusted in Section C(2)(e)) (the respective "Original Series B-1 or Series B-2 Issue Price") and (ii) an amount equal to accrued but unpaid dividends on each such share.

d. Distribution of Remaining Assets. Immediately following a Liquidation Event and the completion of the distributions required by Section C(2)(b),

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the entire remaining assets of the Corporation legally available for distribution, shall be distributed ratably among the holders of the Series C Preferred Stock, Series B Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock such holder owns or into which it has a right to convert. Nothing contained herein shall prevent the holders of Series C Preferred Stock or Series B Preferred Stock from converting to Common Stock upon the occurrence of a Liquidation Event.

e. Adjustment to Liquidation Price and Payment. If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Series C Preferred Stock, Series B-1 Preferred Stock or Series B-2 Preferred Stock into a greater number of shares, the Original Series C Issue Price, Original Series B-1 Issue Price or Original Series B-2 Issue Price set forth in Section C(2)(c) above in effect immediately before the subdivision (initially \$1.00 for each of the Original Series C Issue Price, the Original Series B-2 Issue Price, and the Original Series B-1 Issue Price) will be proportionately reduced, and conversely, if the outstanding shares of Series C Preferred Stock, Series B-1 Preferred Stock or Series B-2 Preferred Stock are combined into a smaller number of shares, the Original Series C Issue Price, Original Series B-1 Issue Price or Original Series B-2 Issue Price set forth in Section C(2)(c) in effect immediately before the combination will be proportionately increased.

f. Deemed Liquidation. A Deemed Liquidation Event shall occur upon (each, a "Deemed Liquidation Event"): (a) a sale, transfer, license or lease, whether in a single transaction or pursuant to a series of related transactions or plan, of all or substantially all of the assets of (i) the Corporation (including the capital stock of subsidiaries) or (ii) any subsidiary of the Corporation, the assets of which constitute all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole, (b) a merger, acquisition, consolidation or similar transaction which results in the Corporation's stockholders immediately prior to such transaction holding fifty percent (50%) or less of the voting power of the surviving, continuing or purchasing entity or (c) the issuance or sale, in any transaction or series of related transactions, to any person or entity or affiliated group of persons or entities, that results in a transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation. The Corporation shall pay the Series C Liquidation Price and the Series B Liquidation Price on the closing of a Liquidation Event or a Deemed Liquidation Event. The Corporation shall notify the holders of Preferred Stock in writing (the "Liquidation Event Notice") not later than twenty (20) days before the shareholders' meeting called to approve Liquidation Event or a Deemed Liquidation Event, if any, or within twenty (20) days before closing of the transaction, whichever is earlier, and shall also notify the holders in writing of the final approval of the transaction. The first of these notices shall describe the material terms and conditions of the pending transaction and the provisions of this Section C(2), and the Corporation shall thereafter give such holders prompt notice of any material changes.

g. Non-cash Distribution. If any of the assets of the Corporation are to be distributed to shareholders other than in cash or securities under this Section C(2) or for any purpose, then the Board of Directors of the Corporation shall promptly engage an independent appraiser acceptable to a majority of the holders of the Series B-2 Preferred Stock and the Series C Preferred Stock, each voting separately as a class, to determine the

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value of the assets to be distributed to the holders of the Series C Preferred Stock, Series B Preferred Stock and Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of Series C Preferred Stock, Series B Preferred Stock and Common Stock of the appraiser's valuation. Notwithstanding the above, any securities to be distributed to the shareholders shall be valued as follows:

- i. If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty (30) day period ending three (3) business days prior to the closing of the transaction;
- ii. If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) business days prior to the closing of the transaction; and
- iii. If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Corporation and a majority of the holders of the Series B-2 Preferred Stock and the Series C Preferred Stock, each voting separately as a class, provided that if the Corporation and such shareholders are unable to reach agreement, then by independent appraisal by an investment banker. The investment banker shall be hired and paid by the Corporation and acceptable to a majority of the holders of the Series B-2 Preferred Stock and the Series C Preferred Stock, each voting separately as a class.

3. Voting Rights.

a. General. Except as set forth in these Second Amended and Restated Articles of Incorporation, or as otherwise required by law or as provided in any agreement among the shareholders of the Corporation, the holder of each share of Series B Preferred Stock and Series C Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series B Preferred Stock and Series C Preferred Stock could be converted at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, and shall otherwise have voting rights and powers equal to the voting rights and powers of the Common Stock. Except as otherwise required by law or as set forth in these Second Amended and Restated Articles of Incorporation, the holders of Series B Preferred Stock, the Series C Preferred Stock and the Common Stock shall vote together as a single class. In cases in which the holders of the shares of Series B-2 Preferred Stock or the Series C Preferred Stock are entitled to approve a matter or vote separately as a class, each holder will be entitled to one vote for each of its shares and the vote of a majority of the outstanding shares of Series B-2 Preferred Stock or the Series C Preferred Stock, as applicable, will constitute the action of that class.

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b. Notice. Each holder of a share of Series B Preferred Stock and the Series C Preferred Stock shall be entitled to the same prior notice of any shareholders' meeting as provided to the holders of Common Stock in accordance with the Amended and Restated Bylaws of the Corporation, as well as prior notice of all shareholder actions to be taken by legally available means in lieu of meeting, and shall vote with holders of the Common Stock and Preferred Stock upon any matter submitted to a vote of shareholders, except those matters required by law or by the terms hereof to be submitted to a class vote of the holders of Series B-2 Preferred Stock or the Series C Preferred Stock.

c. Events Requiring Approval. Approval of the following actions or matters by the Corporation shall require approval, by affirmative vote or written consent, of a majority of the holders of outstanding Series B-2 Preferred Stock and the Series C Preferred Stock, each voting separately as a class:

i. Any changes to the organizational documents of the Corporation, including the Articles of Incorporation and the Bylaws of the Corporation, which in any way reduces or eliminates the Series B-2 Preferred Stock or the Series C Preferred Stock preferences or rights in the Corporation, or which provides rights or preferences to any shareholder which are equal to or superior to the Series B-2 Preferred Stock or the Series C Preferred Stock preferences or rights; or

ii. Liquidation or dissolution of the Corporation; or

iii. Redemption by the Corporation of any Series B Preferred Stock.

4. Conversion. The holders of the Series B Preferred Stock and the Series C Preferred Stock have conversion rights as follows:

a. Right to Convert. Each share of Series B Preferred Stock and Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series B Preferred Stock or the Series C Preferred Stock into such number of shares of Common Stock as is determined by dividing: (i) in the case of the Series B-1 Preferred Stock, the Original Series B-1 Issue Price, (ii) in the case of the Series B-2 Preferred Stock, the Original Series B-2 Issue Price, and (iii) in the case of the Series C Preferred Stock, the Original Series C Issue Price, by the applicable Conversion Price in effect at the time of conversion. The "Conversion Price" shall initially be \$1.58472, \$4.10 and \$7.038015 for the Series B-1 Preferred Stock, the Series B-2 Preferred Stock, and the Series C Preferred Stock, respectively, and shall be subject to adjustment as provided in Section C(4)(e). Based on the initial Conversion Price, all of the 3,000,000 outstanding shares of Series B-1 Preferred Stock are initially convertible into 1,893,079 shares of Common Stock, all 2,000,000 outstanding shares of Series B-2 Preferred Stock are initially convertible into 487,805 shares of Common Stock, and all

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2,000,000 outstanding shares of Series C Preferred Stock are initially convertible into 284,171 shares of Common Stock.

b. Automatic Conversion. Each share of Series B Preferred Stock and Series C Preferred Stock shall be converted automatically into the number of shares of Common Stock into which such shares of Series B Preferred Stock and Series C Preferred Stock are convertible pursuant to Section C(4)(a), 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, upon the closing of a firm commitment underwritten initial public offering (a "Qualified IPO") pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public at a price per share of Common Stock (A) from which the Corporation receives net cash proceeds of at least \$25,000,000, net of underwriters' commissions and expenses at a pre-money valuation of at least \$75,000,000, and (B) that provides for an initial offering price to the public per share of Common Stock of at least three times the greater of (1) the Series B-2 Conversion Price and (2) the initial Series C Conversion Price, each as adjusted for stock dividends, subdivisions, and combinations pursuant to Section C(4)(c)(vi); provided, however, that upon any automatic conversion resulting from a Qualified IPO, the Corporation shall, in addition to delivering Common Stock upon such conversion, pay in cash to the holders of Series C Preferred Stock an amount per share equal to the Series C Liquidation Preference.

c. Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series B Preferred Stock or Series C Preferred Stock. The Corporation shall round up fractional shares to which the holder would otherwise be entitled to the nearest whole number. Before any holder of Series B Preferred Stock or Series C Preferred Stock shall be entitled to convert such shares into shares of Common Stock and receive certificates therefor, such holder shall surrender during normal business hours the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Preferred Stock or Series C Preferred Stock and shall give written notice to the Corporation at such office stating the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued, if different from the name shown on the books and records of the Corporation and the number of Series B Preferred Stock and Series C Preferred Stock that it elects to convert. The Corporation shall, as soon as practicable thereafter and in no event later than thirty (30) days after the delivery of the Series B Preferred Stock or Series C Preferred Stock, issue and deliver at such office to such holder of Series B Preferred Stock or Series C Preferred Stock or to the nominee or nominees of such holder as provided in such notice, a certificate or certificates for the number of shares of Common Stock to which it shall be entitled (and any shares of Series B Preferred Stock or Series C Preferred Stock that were not converted). Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Preferred Stock or Series C Preferred Stock and delivery of the notice described above (for a conversion pursuant to Section C(4)(a)) or on the date of the Qualified IPO (for a conversion pursuant to Section C(4)(b)) (the foregoing respective dates are the "Conversion Date"), and the person or persons entitled to receive the shares

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of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on the Conversion Date. Upon conversion pursuant to Section C(4)(b), the Corporation shall pay to the holder of such share of converted Series B Preferred Stock or Series C Preferred Stock all accrued but unpaid dividends. Additionally, in the event of an automatic conversion of Series C Preferred Stock pursuant to a Qualified IPO, the Corporation shall as soon as practicable thereafter also deliver to each holder of Series C Preferred Stock a check payable to such holders in the amount per share of the Series C Liquidation Preference.

In the case of an automatic conversion of Series B Preferred Stock or Series C Preferred Stock into Common Stock pursuant to Section C(4)(b), the Company shall give written notice of the automatic conversion, by registered or certified mail return receipt requested and postage prepaid, or by overnight delivery, to the record holders of the Series B Preferred Stock or Series C Preferred Stock at its address then shown on the records of the Corporation, stating the effective date and time of such conversion, which shall not be fewer than seven (7) days and not more than sixty (60) days from the date such notice is delivered. Such notice will be deemed delivered two (2) days after it is sent by the Company, and shall state that certificates evidencing shares of Series B Preferred Stock or Series C Preferred Stock must be surrendered at the office of the Corporation (or of its transfer agent for the Common Stock, if applicable) in the manner described in this Section C(4)(c).

d. Reservation of Stock Issuable upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized and unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B Preferred Stock and Series C 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 B Preferred Stock and Series C Preferred Stock.

e. Anti-Dilution Adjustments.

i. For purposes of this Section C(4)(e), the following definitions shall apply:

(1) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or deemed to be issued) by the Corporation after the Original Issue Date, other than:

(a) shares of Common Stock issued upon conversion of the Series B Preferred Stock or Series C Preferred Stock;

(b) shares of Common Stock issued pursuant to a stock dividend, split or other similar transaction;

(c) up to 400,000 shares of Common Stock (as adjusted for stock splits, stock dividends, and similar events) or options to purchase such shares issued to employees, consultants,

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officers or directors (including, without limitation, any such shares or options granted prior to the date these Second Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State);

(d) securities issued pursuant to or in connection with commercial credit arrangements, equipment lease financings or similar transactions into which the Corporation may enter with a non-affiliate, provided that all such issuances in the aggregate may not at any time constitute more than one percent (1%) of the outstanding Common Stock (on an as if converted basis) of the Corporation.

(2) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Series B Preferred Stock or Series C Preferred Stock outstanding on the Original Issue Date) or other securities directly or indirectly convertible into or exchangeable for Common Stock.

(3) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(4) "Original Issue Date" shall mean the date on which the applicable share of Preferred Stock was issued.

ii. No Adjustment of Conversion Price. No adjustment in the applicable Conversion Price of the Series B Preferred Stock or Series C Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the applicable Conversion Price of the Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock in effect on the date of and immediately prior to such issue.

iii. Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number that would result in an adjustment pursuant to clause (2) below) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, or the exercise of such Options therefor, shall be deemed to be Additional Shares of Common Stock issued as of the time of the issue of such Options or Convertible Securities or, in case such a record date shall have been fixed, as of the close of

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business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Section C(4)(e)(v) hereof) of such Additional Shares of Common Stock would be less than the applicable Conversion Price of the Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock in effect on the date of and immediately prior to such issue, or such record date, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) No further adjustment in the applicable Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) If such Options or Convertible Securities by their terms provide for any increase or decrease in the consideration payable to the Corporation, or increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(3) Upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the applicable Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(a) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

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(b) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) No readjustment pursuant to clause (3)(a) or (3)(b) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of the applicable Conversion Price on the original adjustment date, or the applicable Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date; and

(5) In the case of any Options which expire by their terms not more than thirty (30) days after the date of issue thereof, no adjustment of the applicable Conversion Price shall be made until the earlier of the conversion of any shares of Preferred Stock or the expiration or exercise of all such Options, whereupon such adjustment shall be made in the manner provided in clause (3) above.

iv. Adjustment of Conversion Price of Series B Preferred Stock and Series C Preferred Stock Upon Issuance of Additional Shares of Common Stock

(1) Unless waived in writing by the holders of a majority of the then outstanding shares of Series B-1 Preferred Stock, in the event that the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section C(4)(e)(iii)) without consideration or for a consideration per share less than the applicable Conversion Price of the Series B-1 Preferred Stock in effect on the date of and immediately prior to such issue, then the applicable Conversion Price of the Series B-1 Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest one hundredth (1/100) of a cent) determined by multiplying the then-existing applicable Conversion Price of the Series B-1 Preferred Stock by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the then-existing Conversion Price of the Series B-1 Preferred Stock; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued; and provided further that, for the purposes of this Section C(4)(e)(iv), all shares of Common Stock issuable

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upon (i) conversion of outstanding Series B Preferred Stock and the Series C Preferred Stock and outstanding Convertible Securities, and (ii) the exercise of options to purchase up to 400,000 shares of Common Stock (as adjusted for stock splits, stock dividends, and similar events) issued to employees, consultants, officers, or directors shall be deemed to be outstanding, and immediately after any Additional Shares of Common Stock are deemed issued, such Additional Shares of Common Stock shall be deemed outstanding.

(2) Unless waived in writing by the holders of a majority of the then outstanding shares of Series B-2 Preferred Stock, in the event that the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section C(4)(e)(iii)) without consideration or for a consideration per share less than the applicable Conversion Price of the Series B-2 Preferred Stock in effect on the date of and immediately prior to such issue, then the applicable Conversion Price of the Series B-2 Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest one hundredth (1/100) of a cent) determined by multiplying the then-existing applicable Conversion Price of the Series B-2 Preferred Stock by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the then-existing Conversion Price of the Series B-2 Preferred Stock; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued; and provided further that, for the purposes of this Section C(4)(e)(iv), all shares of Common Stock issuable upon (i) conversion of outstanding Series B Preferred Stock and the Series C Preferred Stock and outstanding Convertible Securities, and (ii) the exercise of options to purchase up to 400,000 shares of Common Stock (as adjusted for stock splits, stock dividends, and similar events) issued to employees, consultants, officers, or directors shall be deemed to be outstanding, and immediately after any Additional Shares of Common Stock are deemed issued, such Additional Shares of Common Stock shall be deemed outstanding.

(1) Unless waived in writing by the holders of a majority of the then outstanding shares of Series C Preferred Stock, in the event that the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section C(4)(e)(iii)) without consideration or for a consideration per share less than the applicable Conversion Price of the Series C Preferred Stock in effect on the date of and immediately prior to such issue, then the applicable Conversion Price of the Series C Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest one hundredth (1/100) of a cent) determined by multiplying the then-existing applicable Conversion Price of the Series C Preferred Stock by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the

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number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the then-existing Conversion Price of the Series C Preferred Stock; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued; and provided further that, for the purposes of this Section C(4)(e)(iv), all shares of Common Stock issuable upon (i) conversion of outstanding Series B Preferred Stock and the Series C Preferred Stock and outstanding Convertible Securities, and (ii) the exercise of options to purchase up to 400,000 shares of Common Stock (as adjusted for stock splits, stock dividends, and similar events) issued to employees, consultants, officers, or directors shall be deemed to be outstanding, and immediately after any Additional Shares of Common Stock are deemed issued, such Additional Shares of Common Stock shall be deemed outstanding.

v. Determination of Consideration. For purposes of this Section C(4), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property. Except as provided in clause (2) below, such consideration shall:

(a) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(b) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the board of directors; provided, however, that no value shall be attributed to any services performed by any employee, officer or director of the Corporation; and

(c) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received with respect to such Additional Shares of Common Stock, computed as provided in clauses (1)(a) and (1)(b) above, as determined in good faith by the Board of Directors, based on an independent appraisal prepared by an investment banker or other person experienced in valuing the consideration received.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section

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C(4)(e)(iii), relating to Options and Convertible Securities, shall be determined by dividing:

(a) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(b) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

vi. Adjustments for Stock Dividends, Subdivisions, Combinations or Consolidations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock dividends, splits or otherwise) into a greater number of shares of Common Stock, the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

vii. Adjustments for Other Distributions. In the event the Corporation at any time or from time to time makes, or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities or assets of the Corporation other than shares of Common Stock, in each such event provision shall be made so that the holders of Series B-1 Preferred Stock, Series B-2 Preferred Stock and Series C Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities or assets of the Corporation which they would have received had their Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities or assets receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section C(4) with respect to the rights of the holders of the Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock.

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viii. Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then and in each such event the holder of each share of Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization or reclassification or other change by holders of the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock immediately before that change, all subject to further adjustment as provided herein.

ix. Adjustment of Conversion Price of Series C Preferred Stock upon Failure of Series B-1 Redemption. If the Corporation, by June 30, 2010, fails to (1) secure a term loan on terms no less favorable than the terms set forth in the Summary of Proposed Terms dated December 18, 2008 provided to the Corporation by Harbert Mezzanine Partners II, L.P. or on other terms approved by the majority of the holders of the Series C Preferred Stock and (2) redeem an aggregate amount of at least 1,334,173 shares of the Series B-1 Preferred Stock (as adjusted for stock splits, stock dividends, and similar events) from David Chitester, Robert Lang, Tim Chitester, and Marion Chitester using the proceeds from such term loan, then the initial Conversion Price for the Series C Preferred Stock shall automatically be retroactively adjusted to \$4.62427 as of the Original Issuance Date of the Series C Preferred Stock (and be subject to adjustment under these Articles of Incorporation for any events occurring after that date).

x. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price pursuant to Section C(4), the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock a certificate setting forth a brief statement of the facts requiring the adjustment, the computation of such adjustment or readjustment, detailed facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the applicable Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock.

5. Redemption.

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a. Series B-2 Redemption.

i. Series B-2 Redemption Event. The holders of a majority of the shares of the then outstanding Series B-2 Preferred Stock may elect to require the Corporation to redeem all or any portion of Series B-2 Preferred Stock (the "Series B-2 Redeemed Shares") at any time on or after January 1, 2014 (a "Series B-2 Redemption Event"). The holders of a majority of the shares of the then outstanding Series B-2 Preferred Stock shall furnish the Corporation at least six months' advance notice of a Series B Redemption Event.

ii. Series B-2 Redemption Schedule. The Corporation shall redeem, on a pro rata basis, all of the Series B-2 Redeemed Shares by paying cash in an amount equal to the Redemption Price (as defined below) to holders of the Series B-2 Redeemed Shares. The Corporation may, at its election, extend the schedule for redeeming the Series B-2 Redeemed Shares over three installments, as follows:

(1) one-third (1/3) of the Series B-2 Redeemed Shares on January 1, 2014 (the "Series B-2 First Redemption Date");

(2) another one-third (1/3) of the Series B-2 Redeemed Shares on January 1, 2015 (the "Series B-2 Second Redemption Date"); and

(3) the remaining Series B-2 Redeemed Shares on January 1, 2016 (the "Series B-2 Third Redemption Date") (each of the Series B-2 First, Second and Third Redemption Dates is a "Series B-2 Redemption Date").

If the Corporation elects to redeem the Series B-2 Redeemed Shares in increments, the holder retains all of its rights with respect to the Series B-2 Redeemed Shares that have not been redeemed until the Corporation completes each respective redemption transaction, including its right to vote, receive dividends on, sell free of the redemption, and convert the Series B-2 Redeemed Shares to Common Stock. On any actual or Deemed Liquidation Event that occurs after the Series B-2 First Redemption Date and before all of the Series B-2 Redeemed Shares are actually redeemed, the holder will receive for the Series B-2 Redeemed Shares that have not been redeemed the greater of (A) the Series B-2 Redemption Price (as defined below) or (B) the amounts payable to holders of the Series B-2 Preferred Stock on a Liquidation Event or Deemed Liquidation Event pursuant to Section C(2).

iii. Series B-2 Redemption Price. The redemption price (the "Series B-2 Redemption Price") for the Series B-2 Redeemed Shares will be (subject to the "Series B-2 Minimum Redemption Price" described below), the highest of the following: (1) the fair market value of the Series B-2 Redeemed Shares on the date of the Series B-2 Redemption Event, as determined by

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independent appraisal (in accordance with the procedure described below); (2) the discounted cash value, calculated as the sum of (i) six (6) times EBITDA (as defined below) per share of Series B-2 Preferred Stock on an as-converted to Common Stock basis, plus (ii) cash, and less (iii) any funded debt; and (3) book value. In any event, the Series B-2 Minimum Redemption Price for the Series B-2 Redeemed Shares will be the original cost of the Series B-2 Redeemed Shares, plus an amount equal to any accrued but unpaid dividends. All valuations shall take into account the right of the holders of the Series B-2 Preferred Stock to receive the following upon redemption of its Series B-2 Preferred Stock: (i) refund of its original cost for the Series B-2 Preferred Stock, plus (ii) any accrued but unpaid dividends, plus (iii) Common Stock issuable upon the conversion of the Series B-2 Preferred Stock.

iv. Fair Market Value. At least one hundred twenty (120) days before the applicable Series B-2 Redemption Date, the Corporation shall cause its Board of Directors to establish in good faith the fair market value (without any discounts or reductions for lack of marketability or lack of control) of the Series B-2 Preferred Stock and notify each holder of Series B-2 Redeemed Shares of this value. The holders of a majority of the Series B-2 Preferred Stock may, within twenty (20) days thereafter, notify the Corporation that they disagree with this value and request an appraisal process. Within twenty (20) days thereafter, each of the Corporation and the holders of a majority of the Series B-2 Preferred Stock shall designate an appraiser experienced in the business of evaluating or appraising the market value of stock. The two designated appraisers (the "Initial Appraisers") shall, before sixty (60) days before the Series B-2 Redemption Date, appraise the Series B-2 Redeemed Shares as of the latest possible date, without discounting the Series B-2 Redeemed Shares for illiquidity or minority ownership interest. If the difference between the resulting appraisals is less than five percent (5%), the average of the appraisals will be deemed the fair market value; otherwise, the Initial Appraisers shall select an additional appraiser (the "Additional Appraiser"), also experienced in a manner similar to the Initial Appraisers. If they fail to select the Additional Appraiser within thirty (30) days, either the Corporation or the holders of a majority of the Series B-2 Preferred Stock may apply, after written notice to the other, to any judge of any court of general jurisdiction in Hillsborough County, Florida, for the appointment of the Additional Appraiser. The Additional Appraiser shall then choose from the values determined by the Initial Appraisers the value that the Additional Appraiser considers closest to the fair market value of the Series B-2 Preferred Stock, and this value will be the Appraised Value. The Additional Appraiser shall notify the Corporation and the holders of the Series B-2 Preferred Stock of his or her determination before the Series B-2 Redemption Date. Each party shall pay the expenses and fees of the appraiser selected by such party (ratably based on share ownership for the holders of the Series B-2 Redeemed Shares), and if an Additional Appraiser is employed, the party (ratably based on share ownership for the holders of the Series B-2 Redeemed Shares) who selected the Initial Appraiser whose value determination was rejected by the Additional Appraiser shall pay all the expenses and fees of the Additional Appraiser.

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v. Definitions. For purposes of this Section C(5)(a), the term "EBITDA" means the aggregate earnings before interest, taxes, depreciation, and amortization for the prior full twelve months before the Series B-2 Redemption Date, based on the Corporation's financial statements for that time period, as determined by the Corporation's independent certified public accountants.

vi. Notice. At least thirty (30) days prior to each Series B-2 Redemption Date, the Corporation shall mail written notice, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of the Series B-2 Preferred Stock at the address last shown on the records of the Corporation for such holder, specifying the number of shares to be redeemed from each holder, the applicable Series B-2 Redemption Date, the redemption price, the place at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the price designated, its certificate or certificates representing such holder's shares to be redeemed (the "Series B-2 Redemption Notice").

vii. Surrender of Certificates. Except as provided herein, on or after the applicable Series B-2 Redemption Date, such holder of Series B-2 Preferred Stock to be redeemed at such time shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the price designated in the Series B-2 Redemption Notice, and thereupon the redemption price of such shares shall be payable to the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event that fewer than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

viii. Rights of Series B-2 Holders. If the funds of the Corporation legally available for redemption of shares of Series B-2 Preferred Stock on the applicable Series B-2 Redemption Date are insufficient to redeem the total number of shares of Series B-2 Preferred Stock to be redeemed on each such date, those funds that are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon their holdings of Series B-2 Preferred Stock. The shares of Series B-2 Preferred Stock not redeemed when scheduled will remain outstanding and entitled to all the rights and preferences provided herein until such shares are actually redeemed. The holders of any Series B-2 Preferred Stock not redeemed when scheduled may elect to withdraw their redemption demand for those shares at any time until such shares are actually redeemed, in which case the Series B-2 Redeemed Shares will no longer be subject to redemption. At any time when additional funds of the Corporation are legally available for the redemption of shares of Series B-2 Preferred Stock as applicable, such funds will immediately be used to redeem the balance of the shares that the Corporation has become obligated to redeem on the applicable Series B-2 Redemption Date and for which the holders have not withdrawn their redemption demand. If the Corporation has legally available funds, and there are no legal

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impediments to honoring the redemption, yet fails to honor such redemption demand within twelve (12) months of an applicable Series B-2 Redemption Date, the board of directors of the Corporation shall be expanded and the holders of a majority of the then outstanding Series B-2 Preferred Stock shall be entitled to elect a majority of the board of directors until such redemption is completed. During the period when the holders of the Series B-2 Preferred Stock have elected a majority of the board of directors, dividends will accrue at their ordinary rate of six percent (6%) per annum.

b. Series C Redemption.

i. Series C Redemption Event. The holders of a majority of the shares of the then outstanding Series C Preferred Stock may elect to require the Corporation to redeem all or any portion of Series C Preferred Stock (the "Series C Redeemed Shares") at any time on or after January 1, 2014 (a "Series C Redemption Event"). The holders of a majority of the shares of the then outstanding Series C Preferred Stock shall furnish the Corporation at least six months' advance notice of a Series C Redemption Event.

ii. Series C Redemption Schedule. The Corporation shall redeem, on a pro rata basis, all of the Series C Redeemed Shares by paying cash in an amount equal to the Series C Redemption Price to holders of the Series C Redeemed Shares. The Corporation may, at its election, extend the schedule for redeeming the Series C Redeemed Shares over three installments, as follows:

(1) one-third (1/3) of the Series C Redeemed Shares on January 1, 2014 (the "Series C First Redemption Date");

(2) another one-third (1/3) of the Series C Redeemed Shares on January 1, 2015 (the "Series C Second Redemption Date"); and

(3) the remaining Series C Redeemed Shares on January 1, 2016 (the "Series C Third Redemption Date") (each of the Series C First, Second and Third Redemption Dates is a "Series C Redemption Date").

If the Corporation elects to redeem the Series C Redeemed Shares in increments, the holder retains all of its rights with respect to the Series C Redeemed Shares that have not been redeemed until the Corporation completes each respective redemption transaction, including its right to vote, receive dividends on, sell free of the redemption, and convert the Series C Redeemed Shares to Common Stock. On any actual or Deemed Liquidation Event that occurs after the Series C First Redemption Date and before all of the Series C Redeemed Shares are actually redeemed, the holder will receive for the Series C Redeemed Shares that have not been redeemed the greater of (A) the Series C Redemption Price (as defined below) or (B) the amounts payable to holders of the Series C Preferred Stock on a Liquidation Event or Deemed Liquidation Event pursuant to Section C(2).

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iii. Series C Redemption Price. The redemption price (the "Series C Redemption Price") for the Series C Redeemed Shares will be (subject to the "Series C Minimum Redemption Price" described below), the highest of the following: (1) the fair market value of the Series C Redeemed Shares on the date of the Series C Redemption Event, as determined by independent appraisal (in accordance with the procedure described below); (2) the discounted cash value, calculated as the sum of (i) six (6) times EBITDA (as defined below) per share of Series C Preferred Stock on an as-converted to Common Stock basis, plus (ii) cash, and less (iii) any funded debt; and (3) book value. In any event, the Series C Minimum Redemption Price for the Series C Redeemed Shares will be the original cost of the Series C Redeemed shares, plus an amount equal to any accrued but unpaid dividends. All valuations shall take into account the right of the holders of the Series C Preferred Stock to receive the following upon redemption of its Series C Preferred Stock: (i) refund of its original cost for the Series C Preferred Stock, plus (ii) any accrued but unpaid dividends, plus (iii) Common Stock issuable upon the conversion of the Series C Preferred Stock.

iv. Fair Market Value. At least one hundred twenty (120) days before the applicable Series C Redemption Date, the Corporation shall cause its Board of Directors to establish in good faith the fair market value (without any discounts or reductions for lack of marketability or lack of control) of the Series C Preferred Stock and notify each holder of Series C Redeemed Shares of this value. The holders of a majority of the shares of the then outstanding Series C Preferred Stock may, within twenty (20) days thereafter, notify the Corporation that they disagree with this value and request an appraisal process. Within twenty (20) days thereafter, each of the Corporation and the holders of a majority of the shares of the then outstanding Series C Preferred Stock shall designate an appraiser experienced in the business of evaluating or appraising the market value of stock. The two designated appraisers (the "Initial Appraisers") shall, before sixty (60) days before the Series C Redemption Date, appraise the Series C Redeemed Shares as of the latest possible date, without discounting the Series C Redeemed Shares for illiquidity or minority ownership interest. If the difference between the resulting appraisals is less than five percent (5%), the average of the appraisals will be deemed the fair market value; otherwise, the Initial Appraisers shall select an additional appraiser (the "Additional Appraiser"), also experienced in a manner similar to the Initial Appraisers. If they fail to select the Additional Appraiser within thirty (30) days, either the Corporation or the holders of a majority of the shares of the then outstanding Series C Preferred Stock may apply, after written notice to the other, to any judge of any court of general jurisdiction in Hillsborough County, Florida, for the appointment of the Additional Appraiser. The Additional Appraiser shall then choose from the values determined by the Initial Appraisers the value that the Additional Appraiser considers closest to the fair market value of the Series C Preferred Stock, and this value will be the Appraised Value. The Additional Appraiser shall notify the Corporation and the holders of the Series C Preferred Stock of his or her determination before the Series C Redemption Date. Each party shall pay the expenses and fees of the appraiser selected by such party (ratably based on share ownership for the holders

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of the Series C Redeemed Shares), and if an Additional Appraiser is employed, the party (ratably based on share ownership for the holders of the Series C Redeemed Shares) who selected the Initial Appraiser whose value determination was rejected by the Additional Appraiser shall pay all the expenses and fees of the Additional Appraiser.

v. Definitions. For purposes of this Section C(5)(b), the term "EBITDA" means the aggregate earnings before interest, taxes, depreciation, and amortization for the prior full twelve months before the Series C Redemption Date, based on the Corporation's financial statements for that time period, as determined by the Corporation's independent certified public accountants.

vi. Notice. At least thirty (30) days prior to each Series C Redemption Date, the Corporation shall mail written notice, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of the Series C Preferred Stock at the address last shown on the records of the Corporation for such holder, specifying the number of shares to be redeemed from each holder, the applicable Series C Redemption Date, the redemption price, the place at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the price designated, its certificate or certificates representing such holder's shares to be redeemed (the "Series C Redemption Notice").

vii. Surrender of Certificates. Except as provided herein, on or after the applicable Series C Redemption Date, such holder of Series C Preferred Stock to be redeemed at such time shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the price designated in the Series C Redemption Notice, and thereupon the redemption price of such shares shall be payable to the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event that fewer than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

viii. Rights of Series C Holders. If the funds of the Corporation legally available for redemption of shares of Series C Preferred Stock on the applicable Series C Redemption Date are insufficient to redeem the total number of shares of Series C Preferred Stock to be redeemed on each such date, those funds that are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon their holdings of Series C Preferred Stock. The shares of Series C Preferred Stock not redeemed when scheduled will remain outstanding and entitled to all the rights and preferences provided herein until such shares are actually redeemed. The holders of any Series C Preferred Stock not redeemed when scheduled may elect to withdraw their redemption demand for those shares at any time until such shares are actually redeemed, in which case the Series C Redeemed Shares will no longer be subject to redemption. At any time when

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additional funds of the Corporation are legally available for the redemption of shares of Series C Preferred Stock as applicable, such funds will immediately be used to redeem the balance of the shares that the Corporation has become obligated to redeem on the applicable Series C Redemption Date and for which the holders have not withdrawn their redemption demand.

6. Limitations on Reissuance. No share or shares of Series B Preferred Stock or Series C Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired, and eliminated from the shares which the Corporation shall be authorized to issue.

7. Preemptive Rights. Holders of the Series B Preferred Stock and Series C Preferred Stock who are party to an Amended and Restated Shareholders Agreement dated as of December 31, 2008, among the Corporation and its shareholders, as it may be amended from time to time, shall be entitled to the preemptive rights and rights of first refusal against the Corporation (the "Preemptive Rights") specifically granted to them therein. However, such Preemptive Rights shall expire at the time of a Qualified IPO.

ARTICLE FOUR

BOARD OF DIRECTORS

A. **Board of Directors.** The Board of Directors of the Corporation shall consist of up to five (5) directors. The directors shall be elected as follows:

1. The holders of Series B-2 Preferred Stock, so as long as they hold at least five (5) percent of the Company's capital stock on a fully diluted basis as either Series B-2 Preferred Stock or Series C Preferred Stock, shall nominate and elect one (1) director (the "Series B-2 Director").

2. The holders of the Series B-1 Preferred, voting as a class, shall nominate and elect three (3) directors (each, a "Series B-1 Director").

3. The holders of the Common Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, and Series C Preferred Stock, voting together as a single class, shall nominate and elect one (1) director.

Directors so elected under this Section A may be removed and vacancies in such seats filled only by like action. Each class may, at its option, elect fewer than the number of directors designated by this Article. The Corporation shall reimburse the directors for all reasonable out-of-pocket expenses (including travel and lodging) incurred by a director in connection with serving in the position.

The holders of a majority of the Series B-2 Preferred Stock and the holders of a majority of the Series B-1 Preferred Stock may agree to increase the size of the Board of Directors to up to seven (7) directors, with the additional directors being elected by the holders of the Common Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, and Series C Preferred Stock, voting together as a single class.

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B. Quorum of Board of Directors. A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors comprising the Board of Directors.

C. Meetings of Board of Directors. The Board of Directors shall plan to hold its meetings at least four (4) times annually, including at least one meeting during each calendar quarter of the year.

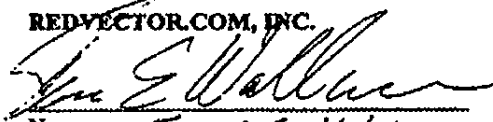
ARTICLE FIVE

REGISTERED OFFICE

The street address of the registered office of the Corporation in the State of Florida is. Two Urban Center, 4890 W. Kennedy Blvd., Suite 740, Tampa, FL 33609. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of December 31, 2008.

REDVECTOR.COM, INC.


Name: Thomas E. Wallace
Title: CEO

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