

SO9276



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Loomis Graphics Inc

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>↓ Restated Articles</i>
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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Amended & Restated
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** 3250, 615, 617 **



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1998

UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301

SUBJECT: LOOMIS GRAPHICS, INC.
Ref. Number: S09276

*Resubmitted
Please backdate
to 9/4/98*

We have received your document for LOOMIS GRAPHICS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 298A00045454

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**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LOOMIS GRAPHICS, INC.**

I, Marc D. Loomis, as President of Loomis Graphics, Inc., hereby certify the following:

1. The attached Amended and Restated Articles of Incorporation of Loomis Graphics, Inc. (the "Restated Articles") contain amendments requiring stockholder approval.
2. The Restated Articles were duly approved and adopted by a joint written consent of Loomis Graphics, Inc.'s stockholders and Board of Directors on July 30, 1998
3. The stockholders' consent of the Restated Articles is sufficient for the adoption of the Restated Articles.

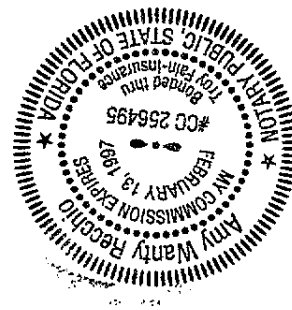
Marc Loomis Pres.

Marc D. Loomis, President

STATE OF FLORIDA)
)SS:
COUNTY OF PINELLAS)

On September 2, 1998, personally appeared before me, a Notary Public, Marc D. Loomis, President of Loomis Graphics, Inc., who acknowledged that he executed the above instrument.

Amy Wandy Recchio
Notary Public
State of Florida at Large



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LOOMIS GRAPHICS, INC.**

**FILED
98 SEP -4 PM 12: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Loomis Graphics, Inc., a corporation organized and existing under the General Corporation Law of the State of Florida (the "Corporation"), does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the original Articles of Incorporation filed on October 15, 1990, and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by unanimous joint written consent of the Corporation's shareholders and Board of Directors dated July 30, 1998. The shareholders' unanimous written consent to the amendment was sufficient for approval of the amendments.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles which are as follows:

1. **Name.** The name of the corporation is **Loomis Graphics, Inc.** (the "Corporation").

2. **Corporate Address and Registered Office and Agent.** The principal office of the Corporation is located at 13900 North 49th Street, Clearwater, Florida 33762-3739. The address of the Corporation's registered office in the State of Florida is 101 East Kennedy Boulevard, Suite 2800, Post Office Box 172609, Tampa, Florida 33672-0609. The name of its registered agent at such address is Darrell C. Smith.

3. **Purpose.** The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.

4. **Authorized Shares.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Sixty Million (60,000,000) shares, consisting of (i) Fifty Million (50,000,000) shares of common stock, \$.001 par value per share (the "Common Stock"), and (ii) Ten Million (10,000,000) shares of preferred stock, \$.001 par value per share (the "Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

A. **Common Stock.** There shall be two classes of Common Stock consisting of Forty Six Million Five Hundred Thousand (46,500,000) shares of Class A Common Stock and Three Million Five Hundred Thousand (3,500,000) shares of Class B Common Stock, described as follows:

(1) **Class A Common Stock.**

(a) **Voting.** Each holder of record of shares of Class A Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him of record.

(b) **Dividends.** Subject to the prior rights of the holders of all classes or series of stock at the time outstanding having prior rights as to dividends, the holders of shares of Class A Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

(2) **Class B Common Stock.** The rights of holders of Class B Common Stock shall be identical in all respects to the rights of holders of Class A Common Stock, except as follows:

(a) **Voting.** Except as otherwise required under Florida law, holders of record of shares of Class B Common Stock shall have no voting rights.

(b) **Dividends.** When and as dividends and distributions, whether in cash or property or in securities of the Corporation (or subscription rights to purchase or acquire securities of the Corporation) may be declared, paid or made on shares of the Class A Common Stock then outstanding, the Board of Directors shall also declare a dividend or distribution at the same rate and in like kind upon the shares of Class B Common Stock then outstanding, so that the Class B Common Stock will participate equally with the Class A Common Stock, share for share, in such dividend or distribution; *provided, however*, that in the event of a dividend or distribution payable in shares of Class A Common Stock, the dividend or distribution upon the shares of Class B Common Stock shall be payable in a like number of shares of Class B Common Stock. In connection therewith each share of Class B Common Stock shall be deemed to be that number of shares of Class A Common Stock into which it is then convertible based on the Class B Conversion Multiple (as defined herein).

(c) **Subdivision, Reclassification, Combination of Shares.** If the Corporation shall subdivide or reclassify the outstanding shares of Class A Common Stock into a greater number of shares, then it shall subdivide or reclassify the outstanding shares of Class B Common Stock into a greater number of shares of Class B Common Stock in the same proportion as it subdivided or reclassified the shares of Class B Common Stock. If the Corporation shall combine or reclassify the outstanding shares of the Class A Common Stock into a smaller number of shares, then the Corporation shall combine or reclassify the outstanding shares of Class B Common Stock into a smaller number of shares in the same proportion as it combined or reclassified the Class A Common Stock.

(d) **Conversion.** The Class B Common Stock shall be convertible into Class A Common Stock as follows:

- (i) Subject to the terms and conditions of this subparagraph (c), holders of any shares of Class B Common Stock shall have the right, at their option at any time, upon written notice to the Corporation, to convert all or any portion of the outstanding shares of Class B Common Stock into such number of fully paid and nonassessable shares of Class A Common Stock based on the Class B Conversion Multiple (as herein defined).
- (ii) Each share of Class B Common Stock converted pursuant to subparagraph (i) above shall be converted into one share of Class A Common Stock (the "Class B Conversion Multiple").
- (iii) Promptly after the receipt of the written notice referred to in subparagraph (i) above and the surrender of the certificate or certificates for the share or shares of Class B Common Stock converted into Class A Common Stock, the Corporation shall issue and deliver, or cause to be issued and delivered, to the holder, registered in such name or names as such holder may direct, a certificate or certificates for the number of whole shares of Class A Common Stock issuable upon the conversion of such share or shares of Class B Common Stock. To the extent permitted by law, such conversion shall be deemed to have been effected on the close of business on the date on which such written notice and the certificate or certificates submitted with such notice shall have been received by the Corporation. On such date, the Class B Common Stock shall be canceled, and the person or persons in whose name or names any certificate or certificates for shares of Class A Common Stock shall be issuable upon such conversion shall be deemed to become the holder or holders of record of the shares represented thereby.

B. **Preferred Stock.** The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. Subject to the terms contained in any designation of a series of Preferred Stock and to limitations prescribed by law, the Board of Directors is expressly authorized, at any time and from time to time, to fix by resolution the designation and relative powers, preferences and rights and the qualifications and limitations thereof relating to the shares of each such class or series. The authority of the Board of Directors with respect to the provisions for shares of any class of Preferred Stock or any series of any class of Preferred Stock shall include, but not be limited to, the following:

(1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

(2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;

(4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(5) the amount or amounts payable upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities or cash or other property and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

C. **Series A Convertible Redeemable Preferred Stock.** A series of Preferred Stock is hereby designated and known as "Series A Convertible Redeemable Preferred Stock" (hereinafter referred to as "Series A Preferred Stock") and shall consist of 2,000,000 shares, \$.001 par value per share. The powers, preferences, rights, qualifications, limitations and restrictions of the Series A Preferred Stock are as follows:

(1) **Dividends.** Except as set forth in Section E herein regarding rights on liquidation, dissolution or winding-up of the Corporation, when and as dividends and distributions, whether in cash or property or in securities of the Corporation (or subscription or other rights to purchase or acquire securities of the Corporation) may be declared, paid or made on shares of the Class A Common Stock then outstanding, the Board of Directors shall also declare a dividend or distribution at the same rate and in like kind upon the shares of Series A Preferred Stock then outstanding, so that the Series A Preferred Stock will participate equally with the Class A Common Stock, share for share, in such dividend or distribution. In connection therewith, each share of Series A Preferred Stock shall be deemed to be that number of shares of Class A Common Stock into which it is then convertible (a "Common Stock Equivalents Basis"), rounded to the nearest one-tenth of a share.

(2) **Redemption.** At any time after July 31, 2003, upon fifteen (15) days written notice to the Corporation (the "Notice"), holders of shares of Series A Preferred Stock may, at the option of the holder(s) thereof, require the Corporation to redeem, in whole or in part, such shares as are designated in the Notice at the Series A Redemption Price (as defined herein). "Series A Redemption Price" shall mean the purchase price paid per share by the holder(s) of the Series A Preferred Stock plus a redemption premium of fifteen percent (15%) of the price paid for each share of Series A Preferred Stock, together with the amount of any accrued and unpaid dividends thereon to the date of redemption. Any holder electing to pursue such redemption rights shall include a mailing address in the Notice and present and surrender his certificate or certificates representing such shares to the Corporation with the Notice. Within thirty (30) days of its receipt of the Notice and the certificate or certificates representing the shares of Series A Preferred Stock, the Corporation shall pay the Series A Redemption Price to or on the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In case less than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. From and after the date of redemption of such shares (the "Series A Redemption Date"), all rights of holders of shares of Series A Preferred

on the Date of Automatic Conversion (as defined herein) or the Date of Voluntary Conversion (as defined herein), whichever may apply. The term "Conversion Price" shall mean the price per share of Class A Common Stock used to determine the number of shares of Class A Common Stock deliverable upon conversion of a share of the Series A Preferred Stock, which price shall be \$4.347826 per share, subject to adjustment in accordance with the provisions of paragraph 4(e) below and as set forth further in this paragraph 4(c). No payment or adjustment shall be made for any dividends on the Class A Common Stock issuable upon such conversion. Notwithstanding the foregoing, shares of Class A Common Stock issuable upon conversion pursuant to paragraphs 4(a) or 4(b) above shall equal at least two percent (2%) per each million dollars (\$1,000,000) initially invested by the holders of Series A Preferred Stock (the "Minimum Conversion") of the sum of: (i) the issued and outstanding Common Stock at the time of the conversion; (ii) unissued shares of Common Stock at the time of the conversion reserved for issuance upon the exercise of outstanding stock options or warrants or upon conversion of Series B Preferred Stock (as defined herein) into Class A Common Stock; and (iii) if conversion is pursuant to paragraph 4(a), shares of Class A Common Stock issued by the Corporation to purchasers of Class A Common Stock and to holders of Series B Preferred Stock in connection with an Event of Conversion ((i)-(iii) together, the "Corporation's Fully Diluted Capital Stock Ownership"). If the Minimum Conversion based on the Corporation's Fully Diluted Capital Stock Ownership is not achieved upon conversion pursuant to paragraphs 4(a) or 4(b) above, and after any necessary adjustments in accordance with the provisions of paragraph 4(e) below, the Conversion Price shall be adjusted accordingly so that the Class A Common Stock issuable to holders of Series A Preferred Stock upon such conversion will equal the Minimum Conversion.

(d) *Mechanics of Conversion.*

1. Automatic Conversion. Upon the occurrence of the Event of Conversion specified in subparagraph 4(a), the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided that the Corporation shall not be obligated to issue to any such holder certificates evidencing the shares of Class A Common Stock issuable upon such conversion unless certificates evidencing the shares of Series A Preferred Stock are either delivered to the Corporation or any transfer agent of the Corporation. Conversion shall be deemed to have been effected on the date of the occurrence of the Event of Conversion specified in subparagraph 4(a), and such date is referred to herein as the "Date of Automatic Conversion." As promptly as practicable thereafter (and after surrender of the certificate or certificates representing shares of Series A Preferred Stock to the Corporation or any transfer agent of the Corporation), the Corporation shall issue and deliver to or upon the written order of such holder a certificate or certificates for the number of full shares of Class A Common Stock to which such

Stock as shareholders of the Corporation shall cease (except the right to receive the Series A Redemption Price) and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Series A Preferred Stock on the Series A Redemption Date are insufficient to redeem the total number of shares of Series A Preferred Stock to be redeemed on the Series A Redemption Date, the holders of such shares shall share ratably in any funds legally available for redemption of such shares according to the respective amounts which would be payable to them if the full number of shares to be redeemed on the Series A Redemption Date were actually redeemed. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares of Series A Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of such shares, or such portion thereof for which funds are then legally available, on the basis set forth above.

(3) Voting. Except as otherwise required under Florida law, holders of record of the Series A Preferred Stock shall have no voting rights.

(4) Conversion. The Series A Preferred Stock shall be convertible into Class A Common Stock as follows:

(a) *Automatic Conversion.* Each outstanding share of Series A Preferred Stock shall automatically be converted, without any further act of the Corporation or its shareholders, into such number of fully paid and nonassessable shares of Class A Common Stock based on the Conversion Multiple (as defined herein) then in effect upon the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of the Class A Common Stock for the account of the Corporation (hereinafter referred to as the "Event of Conversion").

(b) *Voluntary Conversion.* Subject to the terms and conditions of this paragraph 4, the holders of any shares of Series A Preferred Stock shall have the right, at their option at any time, acting in the aggregate as a series, upon a majority vote of the holders of Series A Preferred Stock, to convert all outstanding shares of Series A Preferred Stock into such number of fully paid and nonassessable shares of Class A Common Stock (hereinafter referred to as "Voluntary Conversion") based on the Conversion Multiple (as defined herein) then in effect on the Date of Voluntary Conversion (as defined herein). If a majority of the holders of Series A Preferred Stock vote for a Voluntary Conversion, all outstanding shares of Series A Preferred Stock shall be converted into Class A Common Stock at such time, whether or not holders of such shares voted in favor of Voluntary Conversion. Such rights of conversion shall be exercised by the holders thereof by giving a written notice that a majority of the holders of Series A Preferred Stock elect to convert all of their outstanding shares of Series A Preferred Stock into Class A Common Stock.

(c) *Conversion Multiple.* Each share of Series A Preferred Stock converted pursuant to paragraphs 4(a) or 4(b) above, shall be converted into a number of shares of Class A Common Stock based on the "Conversion Multiple" determined by dividing (i) the sum of (A) \$4.347826 plus (B) any dividends on such shares of Series A Preferred Stock which such holder is entitled to receive, but has not yet received, by (ii) the Conversion Price in effect

holder is entitled and a check or cash with respect to any fractional interest in a share of Class A Common Stock as provided in subparagraph 4(i). The person in whose name the certificate or certificates for Class A Common Stock are to be issued shall be deemed to have become a holder of record of such Class A Common Stock on the applicable Date of Automatic Conversion.

2. Voluntary Conversion. Promptly after the receipt of the written notice referred to in paragraph 4(b) and surrender of the certificate or certificates for the share or shares of Series A Preferred Stock converted into Class A Common Stock, the Corporation shall issue and deliver, or cause to be issued and delivered, to the holder, registered in such name or names as such holder may direct, a certificate or certificates for the number of whole shares of Class A Common Stock issuable upon the conversion of such shares or shares of Series A Preferred Stock. To the extent permitted by law, such conversion shall be deemed to have been effected on the close of business on the date on which such written notice shall have been received by the Corporation (the "Date of Voluntary Conversion"). On the Date of Voluntary Conversion, the Series A Preferred Stock shall be canceled, the rights of the holder of such share or shares of Series A Preferred Stock as a Series A Preferred Stockholder shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Class A Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby. Any shares of Series A Preferred Stock that are not delivered to the Corporation on or after the Date of Voluntary Conversion shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose.

(e) *Conversion Price Adjustments.* The Conversion Price shall be subject to adjustment from time to time as follows:

(i) *Common Stock Issued at Less Than the Conversion Price.* If the Corporation shall issue any Common Stock other than Excluded Stock (as hereinafter defined) without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to such issuance, the Conversion Price in effect immediately prior to each such issuance shall immediately (except as provided below) be reduced to the price determined by dividing (1) an amount equal to the sum of (A) the number of shares of Common Stock outstanding immediately prior to such issuance multiplied by the Conversion Price in effect immediately prior to such issuance, and (B) the consideration, if any, received by the Corporation upon such issuance, by (2) the total number of shares of Common Stock outstanding immediately after such issuance.

For the purposes of any adjustment of the Conversion Price pursuant to clause (i), the following provisions shall be applicable:

(A) *Cash.* In the case of the issuance of Common Stock for cash, the amount of the consideration received by the Corporation shall be deemed to be the amount of the cash proceeds received by the Corporation for such Common Stock before deducting therefrom any discounts, commissions, taxes or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(B) *Consideration Other Than Cash.* In the case of the issuance of Common Stock (otherwise than upon the conversion of the shares of Series A Preferred Stock or other securities of the Corporation) for a consideration in whole or in part other than cash, including securities acquired in exchange therefor (other than securities by their terms so exchangeable), the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors, irrespective of any accounting treatment.

(C) *Options and Convertible Securities.* In the case of the issuance of (i) options, warrants or other rights to purchase or acquire Common Stock (whether or not at the time exercisable), (ii) securities by their terms convertible into or exchangeable for Common Stock (whether or not at the time so convertible or exchangeable) or options, warrants or rights to purchase such convertible or exchangeable securities (whether or not at the time exercisable):

(1) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options, warrants or other rights to purchase or acquire Common Stock shall be deemed to have been issued at the time such options, warrants or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subclauses (A) and (B) above), if any, received by the Corporation upon the issuance of such options, warrants or rights plus the minimum purchase price provided in such options, warrants or rights for the Common Stock covered thereby;

(2) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange for any such convertible or exchangeable securities, or upon the exercise of options, warrants or other rights to purchase or acquire such convertible or exchangeable securities and the subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such securities were issued or such options, warrants or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options, warrants or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the additional consideration (determined in the manner provided in subclauses (A) and (B) above), if any, to be received by the Corporation upon the conversion or exchange of such securities, or upon the exercise

of any related options, warrants or rights to purchase or acquire such convertible or exchangeable securities and the subsequent conversion or exchange thereof,

(3) on any change in the number of shares of Common Stock deliverable upon exercise of any such options, warrants or rights or conversion or exchange of such convertible or exchangeable securities or any change in the consideration to be received by the Corporation upon such exercise, conversion or exchange, including, but not limited to, a change resulting from the anti-dilution provisions thereof, the Conversion Price as then in effect shall forthwith be readjusted to such Conversion Price as would have been obtained had an adjustment been made upon the issuance of such options, warrants or rights not exercised prior to such change, or of such convertible or exchangeable securities not converted or exchanged prior to such change, upon the basis of such change;

(4) on the expiration or cancellation of any such options, warrants or rights, or the termination of the right to convert or exchange such convertible or exchangeable securities, if the Conversion Price shall have been adjusted upon the issuance thereof, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have been obtained had an adjustment been made upon the issuance of such options, warrants, rights or such convertible or exchangeable securities on the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such options, warrants or rights, or upon the conversion or exchange of such convertible or exchangeable securities; and

(5) if the Conversion Price shall have been adjusted upon the issuance of any such options, warrants, rights or convertible or exchangeable securities, no further adjustment of the Conversion Price shall be made for the actual issuance of Common Stock upon the exercise, conversion or exchange thereof.

(ii) *Excluded Stock* "Excluded Stock" shall mean (a) shares of Class A Common Stock issued upon conversion of shares of Series A Preferred Stock at any time outstanding; and (b) shares of Class A Common Stock issued upon conversion of shares of Class B Common Stock. All shares of Excluded Stock and all stock options which the Corporation has reserved for issuance shall be deemed to be outstanding shares of Common Stock for all purposes of computations under subparagraph 4(e)(i).

(iii) *Stock Dividends, Subdivisions, Reclassifications or Combinations.* If the Corporation shall after August 1, 1998 (i) declare a dividend or make a distribution on its Common Stock in shares of its Common Stock, (ii) subdivide or reclassify the outstanding shares of

Common Stock into a greater number of shares, or (iii) combine or reclassify the outstanding Common Stock into a smaller number of shares, the Conversion Price in effect at the time of the record date for such dividend or distribution or the effective date of such subdivision, combination or reclassification shall be proportionately adjusted so that the holder of any shares of Series A Preferred Stock surrendered for conversion after such date shall be entitled to receive the number of shares of Common Stock which he would have owned or been entitled to receive had such Series A Preferred Stock been converted immediately prior to such date. Successive adjustments in the Conversion Price shall be made whenever any event specified above shall occur.

(iv) *Other Distributions.* In case the Corporation shall fix a record date for the making of a distribution to all holders of shares of its Common Stock (i) of shares of any class other than its Common Stock or (ii) of evidence of indebtedness of the Corporation or any subsidiary of the Corporation or (iii) of assets (excluding cash dividends or distributions, and dividends or distributions referred to in subparagraph 4(e)(iii) above), or (iv) of rights or warrants (excluding those referred to in subparagraph 4(e)(i) above), in each such case the Conversion Price in effect immediately prior thereto shall be reduced immediately thereafter to the price determined by dividing (1) an amount equal to the difference resulting from (A) the number of shares of Common Stock outstanding on such record date multiplied by the Conversion Price per share on such record date, less (B) the fair market value (as determined by the Board of Directors, whose determination shall be conclusive) of said shares or evidences of indebtedness or assets or rights or warrants to be so distributed, by (2) the number of shares of Common Stock outstanding on such record date. Such adjustment shall be made successively whenever such a record date is fixed. In the event that such distribution is not so made, the Conversion Price then in effect shall be readjusted, effective as of the date when the Board of Directors determines not to distribute such shares, evidences of indebtedness, assets, rights or warrants, as the case may be, to the Conversion Price which would then be in effect if such record date had not been fixed.

(v) *Rounding of Calculations, Minimum Adjustment.* All calculations under this subparagraph (e) shall be made to the nearest cent or to the nearest one tenth (1/10th) of a share, as the case may be. Any provision of this paragraph 4 to the contrary notwithstanding, no adjustment in the Conversion Price shall be made if the amount of such adjustment would be less than \$0.10, but any such amount shall be carried forward and an adjustment with respect thereto shall be made at the time of and together with any subsequent adjustment which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.10 or more.

(f) *Current Market Price.* Current Market Price per share of Class A Common Stock shall be deemed to be the public offering price for the Class A Common Stock in the public offering giving rise to the Event of Conversion.

(g) *Statement Regarding Adjustments.* Whenever the Conversion Price shall be adjusted as provided in subparagraph 4(e), the Corporation shall forthwith file, at the office of any transfer agent for the Series A Preferred Stock and at the principal office of the Corporation, a statement showing in detail the facts requiring such adjustment and the Conversion Price that shall be in effect after such adjustment, and the Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each holder of shares of Series A Preferred Stock at its address appearing on the Corporation's records. Each such statement shall be signed by the Corporation's independent public accountants, if applicable. Where appropriate, such copy may be given in advance and may be included as part of a notice required to be mailed under the provisions of subparagraph 4(h).

(h) *Notice to Holders.* In the event the Corporation shall propose to take any action of the type described in clause (i) (but only if the action of the type described in clause (i) would result in an adjustment in the Conversion Price), (iii), or (iv) of subparagraph 4(e), the Corporation shall give notice to each holder of shares of Series A Preferred Stock, in the manner set forth in subparagraph 4(g), which notice shall specify the record date, if any, with respect to any such action and the approximate date on which such action is to take place. Such notice shall also set forth such facts with respect thereto as shall be reasonably necessary to indicate the effect of such action (to the extent such effect may be known at the date of such notice) on the Conversion Price and the number, kind or class of shares or other securities or property which shall be deliverable upon conversion of shares of Series A Preferred Stock. In the case of any action which would require the fixing of a record date, such notice shall be given at least 10 days prior to the date so fixed, and in case of all other action, such notice shall be given at least 15 days prior to the taking of such proposed action. Failure to give such notice, or any defect therein, shall not affect the legality or validity of any such action.

(i) *Fractional Shares.* No fractional shares of Class A Common Stock or scrip shall be issued upon conversion of shares of Series A Preferred Stock. If more than one share of Series A Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Class A Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Series A Preferred Stock so surrendered. Instead of any fractional shares of Class A Common Stock which would otherwise be issuable upon conversion of any shares of Series A Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest in an amount equal to that fractional interest of the then Current Market Price.

(j) *Costs.* The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of shares of Class A Common Stock upon conversion of the shares of Series A Preferred Stock; provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series A Preferred Stock in respect of which such shares are being issued.

(k) *Valid Issuance.* All shares of Class A Common Stock which may be issued upon conversion of the shares of Series A Preferred Stock will upon issuance by the Corporation be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof, and the Corporation shall take no action which will cause a contrary result (including without limitation, any action which would cause the Conversion Price to be less than the par value, if any, of the Class A Common Stock).

D. **Series B Convertible Redeemable Stock.** A series of Preferred Stock is hereby designated and known as "Series B Convertible Redeemable Preferred Stock" (hereinafter referred to as "Series B Preferred Stock") and shall consist of 500,000 shares, \$.001 par value per share. The powers, preferences, rights qualifications, limitations and restrictions of the Series B Preferred Stock are as follows:

(1) **Dividends.** Beginning on the closing date of the acquisition of Printing Dimensions, Inc., the holders of shares of Series B Preferred Stock shall be entitled to cumulative annual dividends at a six percent (6%) annual rate. The Board of Directors in its sole discretion shall determine whether a dividend shall be distributed or accumulate.

(2) **Redemption.** On June 30, 2003, the Corporation shall redeem any outstanding shares of Series B Preferred Stock (the "Series B Redemption Date"). The shares of Series B Preferred Stock to be redeemed on the Series B Redemption Date shall be redeemed by paying pro rata to the holders thereof an aggregate of \$1,000,000 for the shares plus an amount equal to declared but unpaid dividends thereon, such amount being referred to as the "Series B Redemption Price." Any holder entitled to such redemption rights on the Series B Redemption Date shall surrender his certificate or certificates representing such shares to the Corporation within thirty (30) days of the Series B Redemption Date. On the Series B Redemption Date or within thirty (30) days of its receipt of the certificate or certificates representing the shares of Series B Preferred Stock, whichever is later, the Corporation shall pay the Series B Redemption Price to or on the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. From and after the close of business on the Series B Redemption Date, all rights of holders of shares of Series B Preferred Stock as shareholders of the Corporation shall cease (except the right to receive the Series B Redemption Price) and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Series B Preferred Stock on the Series B Redemption Date are insufficient to redeem the total number of shares of Series B Preferred Stock to be redeemed on the Series B Redemption Date, the holders of such shares shall share ratably in any funds legally available for redemption of such shares according to the respective amounts which would be payable to them if the full number of shares to be redeemed on the Series B Redemption Date were actually redeemed. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares of Series B Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of such shares, or such portion thereof for which funds are then legally available, on the basis set forth above.

(3) Voting. Except as otherwise required under Florida law, holders of record of the Series B Preferred Stock shall have no voting rights.

(4) Conversion. In the event the Corporation files a registration statement with the Securities and Exchange Commission for the purpose of making an initial public offering of its common stock (an "IPO"), the Series B Preferred Stock shall be, at the option of the holder, either (i) redeemed by the Corporation within 30 days of the closing of an IPO in exchange for an aggregate amount of \$1,000,000 plus any declared but unpaid dividends thereon, multiplied by the percentage of the outstanding Series B Preferred Stock being redeemed by such holder (the "Redemption Option"), or (ii) converted into the Corporation's Class A Common Stock (the "Conversion Option"). Holders of Series B Preferred Stock may use a combination of the Redemption Option or the Conversion Option. Upon being notified by the Corporation that the Corporation intends to file a registration statement, each holder of Series B Preferred Stock shall have five days to: (i) select the Conversion Option, the Redemption Option or a combination of both the Conversion Option and the Redemption Option; and (ii) notify the Corporation of the option chosen or the allocation of shares of Series B Preferred Stock between the options if both options are chosen. For purposes of filing any amendments to such registration statement, the holder agrees that the disclosure therein may reflect the option so chosen or the allocation of shares of Series B Preferred Stock between the options if both options are chosen. Should a holder select the Conversion Option for all or a portion of holder's shares of Series B Preferred Stock, the conversion of the shares of the Series B Preferred Stock into shares of the Corporation's Class A Common Stock shall occur based upon the following Conversion Formula:

The declared but unpaid dividends on such Series B Preferred Stock shall be added to \$1,000,000 and the sum thereof (the "Preferred Amount") shall be multiplied by the percentage of the outstanding Series B Preferred Stock held by the holder selecting the Conversion Option (the "Percentage Owned").

The product resulting from the Preferred Amount multiplied by the Percentage Owned shall be divided by the IPO price per share.

The resulting quotient rounded down to the nearest whole number shall equal the number of shares of the Corporation's Class A Common Stock that are issuable to the holder as a result of the Conversion Option.

E. Rights on Liquidation, Dissolution, Winding-Up. In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (a "Liquidation"), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation legally available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of any stock ranking on Liquidation junior to the Series A Preferred Stock (with respect to rights on Liquidation, the Series A Preferred Stock shall rank senior to the Series B Preferred Stock, the Class A Common Stock and the Class B Common Stock), an amount per share for the Series A Preferred Stock equal to \$4.347826 plus, in each case, an amount equal to declared but unpaid dividends thereon, if any, to the date of payment. If upon any Liquidation, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amounts to which they respectively shall be entitled, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of assets according to the

respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares of Series A Preferred Stock were paid in full. In the event of any Liquidation, after payment shall have been made to the holders of shares of Series A Preferred Stock of the full amount to which they shall be entitled as aforesaid, each holder of shares of Series B Preferred Stock shall be entitled, to the exclusion of the holders of shares of Series A Preferred Stock, to receive out of the assets of the Corporation legally available for distribution to its stockholders, if any, an aggregate amount for the Series B Preferred Stock equal to \$1,000,000, plus an amount equal to declared but unpaid dividends thereon, if any, to the date of payment. After payment shall have been made to holders of shares of Series A Preferred Stock and Series B Preferred Stock as aforesaid, the holders of shares of Series A Preferred Stock, Class A Common Stock and Class B Common Stock shall be entitled to share ratably, on a Common Stock Equivalents Basis with regard to the Series A Preferred Stock, in all the remaining assets of the Corporation available for distribution to its stockholders, if any. The merger or consolidation of the Corporation into or with another corporation or the merger or consolidation of any other corporation into or with the Corporation (in which consolidation or merger the stockholders of the Corporation receive distributions of cash or securities as a result of such consolidation or merger in complete exchange for their shares of capital stock of the Corporation), or the sale or other disposition of all or substantially all of the assets of the Corporation (collectively, the "Sale of the Corporation") shall be deemed to be a Liquidation.

5. **Name and Mailing Address of Incorporator.** The name and mailing address of the incorporator is Betty Loomis, 13900 North 49th Street, Clearwater, Florida 33762-3739.

6. **Names and Mailing Addresses of Directors.** The names of the persons who are to serve as directors of the Corporation until the next annual meeting of shareholder or until their successors are elected and qualify are as follows:

Marc D. Loomis
13900 North 49th Street
Clearwater, Florida 33762-3739

William Bowersock
13900 North 49th Street
Clearwater, Florida 33762-3739

7. **Liability for Monetary Damages.** No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

8. **Indemnification.** The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

9. **Changes.** Notwithstanding any other provisions contained in these Articles of Incorporation or in the By-Laws of the Corporation, or as otherwise provided by Florida law, no provision of the terms of the Class B Common Stock, Series A Preferred Stock or Series B Preferred Stock may be

amended, modified or waived without the written consent or affirmative vote of the holders of at least ninety-one percent (91%) of the then outstanding shares of Class B Common Stock, Series A Preferred Stock or Series B Preferred Stock. Notwithstanding any other provisions contained in these Articles of Incorporation or in the By-Laws of the Corporation, or as otherwise provided by Florida law, the written consent or affirmative vote of the holders of at least eighty percent (80%) of the votes entitled to be cast by the holders of all then outstanding shares of the voting stock, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, Sections 8 and 9 of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 2nd day of September, 1998.

A handwritten signature in black ink, appearing to read "Marc D. Loomis Pres.", written over a horizontal line.

Marc D. Loomis, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Darrell C. Smith
Darrell C. Smith

DATE: September 3, 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA