

Y35671

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SOLUNET, INC.

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March 25, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SOLUNET, INC.
5200 TOWN CENTER CIR.
STE. 470
BOCA RATON, FL 33486

SUBJECT: SOLUNET, INC.
REF: V35671

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The document should have a statement that the amendment was adopted by the board of directors.

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

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Teresa Brown
Regulatory Specialist II

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**ARTICLES OF AMENDMENT
AND**

**CERTIFICATE OF DESIGNATION, NUMBER, POWERS,
PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL
AND OTHER SPECIAL RIGHTS AND THE QUALIFICATIONS,
LIMITATIONS, RESTRICTIONS, AND OTHER DISTINGUISHING
CHARACTERISTICS OF SERIES A PREFERRED STOCK
AND SERIES B PREFERRED STOCK
OF
SOLUNET, INC.**

* * * *

Adopted in accordance with the provisions of §607.0602 of the
General Corporation Law of the State of Florida

* * * *

Steve Marble, being the Authorized Director of Solunet, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Florida, DOES HEREBY CERTIFY as follows:

FIRST: The name of the corporation is Solunet, Inc. (hereinafter the "Corporation").

SECOND: The Articles of Incorporation of the Corporation (the "Articles of Incorporation") authorizes the issuance of 3,000 shares of Preferred Stock, par value \$0.01 per share, of the Corporation and expressly vests in the Board of Directors of the Corporation (the "Board") the authority provided therein to issue all of said shares in one or more series and by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences and relative, participation, optional, and other special rights and the qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued.

THIRD: The Board, pursuant to the authority expressly vested by the Articles of Incorporation, has adopted the following resolution creating a Series A and Series B issue of Preferred Stock:

"BE IT RESOLVED, that the issuance of a Series A and Series B of Preferred Stock of Solunet, Inc. (the "Corporation") is hereby authorized, and the designation, voting powers, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof, of the shares of such series, in addition to those set forth in the Articles of Incorporation of the Corporation, are hereby fixed as follows:

Section 1. Designation. The distinctive serial designations of such series are "Series A Preferred Stock" ("Series A Preferred") and "Series B Preferred Stock" ("Series B Preferred"). Each share of Series A Preferred shall be identical in all respects to every other share of Series A Preferred. Each share of Series B Preferred shall be identical in all respects to every other share of Series B Preferred.

Section 2. Number of Shares. The number of shares of Series A Preferred shall be 1089. The number of shares of Series B Preferred shall be 1243.42. Such number may from time to time be increased (but not in excess of the total number of authorized shares of Series A Preferred and Series B Preferred ("Preferred Stock") less the number of shares of Preferred Stock then outstanding) or decreased (but not below the number of shares of Series A Preferred and Series B Preferred then outstanding) by the Board of Directors. Shares of Series A Preferred or Series B Preferred that are purchased or otherwise acquired by the Corporation shall be canceled and shall revert to authorized but unissued shares of Preferred Stock undesignated as to series.

Section 3. Dividends.

(a). General Obligation. When and as declared by the Corporation's board of directors and to the extent permitted under the General Corporation Law of Florida, the Corporation shall pay preferential dividends in cash to the holders of the Series A Preferred and Series B Preferred as provided in this Section 3. The holders of shares of Series A Preferred and Series B Preferred shall be entitled to receive, out of any assets legally available therefor, dividends on each share of the Series A Preferred Stock and Series B Preferred Stock (a "Preferred Share(s)") payable quarterly and shall accrue on a daily basis at the rate of ten percent (10.0%) per annum of the sum of (x) the Liquidation Value thereof plus (y) all dividends which have accumulated thereon pursuant to Section 3(b) below (and are then unpaid) from and including the date of issuance of such Preferred Share to and including the first to occur of (i) the date on which the Liquidation Value of such Preferred Share (plus all accrued and unpaid dividends thereon) is paid to the holder thereof in connection with the liquidation of the Corporation or the redemption of such Preferred Share by the Corporation or (ii) the date on which such share is otherwise acquired by the Corporation. Such dividends shall accrue whether or not they have been declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends, and such dividends shall be

cumulative such that all accrued and unpaid dividends shall be fully paid or declared with funds irrevocably set apart for payment before any dividends, distributions, redemptions or other payments may be made with respect to any Junior Securities. The date on which the Corporation initially issues any Preferred Share shall be deemed to be its "date of issuance" regardless of the number of times transfer of such Preferred Share is made on the stock records maintained by or for the Corporation and regardless of the number of certificates which may be issued to evidence such Preferred Share.

(b) Dividend Reference Dates. To the extent not paid on March 31, June 30, September 30 and December 31 of each year, beginning March 31, 2005 (the "Dividend Reference Dates"), all dividends which have accrued on each Preferred Share outstanding during the three-month period (or other period in the case of the initial Dividend Reference Date) ending upon each such Dividend Reference Date shall be accumulated and shall remain accumulated dividends with respect to such Preferred Share until paid to the holder thereof.

(c) Distribution of Partial Dividend Payments. Except as otherwise provided herein, if at any time the Corporation pays less than the total amount of dividends then accrued with respect to the Preferred Shares, such payment shall be distributed first to the Series A Preferred pro rata among the holders thereof based upon the aggregate accrued but unpaid dividends on the Series B Preferred held by each such holder. Upon full payment of the previously unpaid accrued dividends to Series A Preferred, Series B Preferred shall receive a pro rata distribution based upon the aggregate accrued but unpaid dividends on the Series B Preferred held by each holder thereof.

Section 4. Priority of Preferred Shares on Dividends and Redemptions.

(a) Series A Preferred shall be paid in full prior to any payments made to Series B Preferred. Accordingly, so long as the Series A Preferred remain outstanding, without the prior written consent of the holders of a majority of the outstanding Series A Preferred, the Corporation shall not, nor shall it permit any Subsidiary to, redeem, purchase or otherwise acquire directly or indirectly any Series B Preferred, nor shall the Corporation directly or indirectly pay or declare any dividend or make any distribution upon any Series B Preferred provided that the Corporation may repurchase shares of common stock from present or former employees of the Corporation and its Subsidiaries in accordance with arrangements and agreements which have been approved by the Corporation's board of directors.

(b) So long as the Series B Preferred remain outstanding, without the prior written consent of the holders of a majority of the outstanding Series B Preferred, the Corporation shall not, nor shall it permit any Subsidiary to, redeem, purchase or otherwise acquire directly or indirectly any Junior Securities, nor shall the Corporation directly or indirectly pay or declare any dividend or make any distribution upon any Junior Securities; provided that the Corporation may repurchase shares of common stock from present or former employees of the Corporation and its Subsidiaries in accordance with arrangements and agreements which have been approved by the Corporation's board of directors.

Section 5. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary), each holder of a Preferred Share shall be entitled

to be paid, before any distribution or payment is made upon any Junior Securities, an amount in cash equal to the aggregate Liquidation Value of all Preferred Shares held by such holder (plus all accrued and unpaid dividends thereon), and the holders of a Preferred Share shall not be entitled to any further payment. If, upon any such liquidation, dissolution or winding up of the Corporation, the Corporation's assets to be distributed among the holders of Preferred Shares are insufficient to permit payment to such holders of the aggregate amount which they are entitled to be paid under this Section 5 then the entire assets available to be distributed to the Corporation's stockholders shall be distributed first to the Series A Preferred pro rata among the holders thereof based upon the aggregate Liquidation Value (plus all accrued and unpaid dividends) of the Series A Preferred held by each such holder. Upon full payment to Series A Preferred, Series B Preferred shall receive a pro rata distribution based upon the aggregate Liquidation Value (plus all accrued and unpaid dividends) of the Series B Preferred held by each such holder. Not less than 60 days prior to the payment date stated therein, the Corporation shall mail written notice of any such liquidation, dissolution or winding up to each record holder of Preferred Shares, setting forth in reasonable detail the amount of proceeds to be paid with respect to each Preferred Share in connection with such liquidation, dissolution or winding up.

Section 6. Redemptions.

(a) Optional Redemptions. Subject to the restrictions set forth herein, the Corporation may at any time and from time to time redeem all or any portion of the Preferred Shares then outstanding. Upon any such redemption, the Corporation shall pay a price per Preferred Share equal to the Liquidation Value thereof (plus all accrued and unpaid dividends thereon).

(b) Redemption in Connection With Public Offering. The Corporation shall, at the request (by written notice given to the Corporation at least five days before the Corporation's receipt of the proceeds) of the holders of a majority of Series A Preferred or Series B Preferred, apply the net cash proceeds from any Public Offering remaining after deduction of all discounts, underwriters' commissions and other reasonable expenses to redeem the Preferred Share at a price per Preferred Share equal to the Liquidation Value thereof (plus all accrued and unpaid dividends thereon). Such redemption shall take place on a date fixed by the Corporation, which date shall be not more than five days after the Corporation's receipt of such proceeds.

(c) Redemption in Connection With Sale of the Corporation. If a Sale of the Corporation has occurred or the Corporation obtains knowledge that a Sale of the Corporation is proposed to occur, the Corporation shall give prompt written notice of such Sale of the Corporation describing in reasonable detail the material terms and date of consummation thereof to each holder of Preferred Shares, but in any event such notice shall not be given later than five days after the occurrence of such Sale of the Corporation, and the Corporation shall give each holder of Preferred Shares prompt written notice of any material change in the terms or timing of such transaction. The holder or holders of a majority of Series A Preferred and Series B Preferred then outstanding may require the Corporation to redeem all or any portion of the Preferred Shares owned by such holders at a price per Preferred Share equal to the Liquidation Value thereof (plus all accrued and unpaid dividends thereon) by giving written notice to the Corporation of such election prior to the later of (a) 21 days after receipt of the Corporation's notice and (b) five days prior to the consummation of the Sale of the Corporation (the

"Expiration Date"). The Corporation shall give prompt written notice of any such election to all other holders of Series A Preferred and Series B Preferred within five days after the receipt thereof; and each such holder shall have until the later of (a) the Expiration Date or (b) ten days after receipt of such second notice to request redemption hereunder (by giving written notice to the Corporation) of all or any portion of the Preferred Shares owned by such holder. Upon receipt of such election(s), the Corporation shall be obligated to redeem the aggregate number of Preferred Shares specified therein on the later of (a) the occurrence of the Sale of the Corporation or (b) five days after the Corporation's receipt of such election(s). If any proposed Sale of the Corporation does not occur, all requests for redemption in connection therewith shall be automatically rescinded, or if there has been a material change in the terms or the timing of the transaction, the Corporation shall give prompt written notice thereof to each holder of a Preferred Share and any holder of a Preferred Share may rescind or modify such holder's request for redemption or may request redemption hereunder by delivering written notice thereof to the Corporation prior to the consummation of the transaction.

(d) Redemption Payments. For each Preferred Share which is to be redeemed hereunder, the Corporation shall be obligated on the Redemption Date to pay to the holder thereof (upon surrender by such holder at the Corporation's principal office of the certificate representing such Preferred Share) an amount in immediately available funds equal to the Liquidation Value of such Preferred Share (plus all accrued and unpaid dividends thereon).

(1) If the funds of the Corporation legally available for redemption of Series A Preferred or Series B Preferred on any Redemption Date are insufficient to redeem the total number of Series A Preferred or Series B Preferred to be redeemed on such date, those funds which are legally available shall be used to redeem the maximum possible number of Series A Preferred pro rata among the holders of the Series A Preferred to be redeemed based upon the aggregate Liquidation Value of such Series A Preferred held by each such holder (plus all accrued and unpaid dividends thereon).

(2) Upon all outstanding shares of Series A Preferred being paid in full and the funds of the Corporation legally available for redemption of Series B Preferred on any Redemption Date are insufficient to redeem the total number of Series B Preferred to be redeemed on such date, those funds which are legally available shall be used to redeem the maximum possible number of Series B Preferred pro rata among the holders of the Series B Preferred to be redeemed based upon the aggregate Liquidation Value of such Series B Preferred held by each such holder (plus all accrued and unpaid dividends thereon).

(3) At any time thereafter when additional funds of the Corporation are legally available for the redemption of Series A Preferred and Series B Preferred, such funds shall immediately be used to redeem the balance of the Series A Preferred and Series B Preferred which the Corporation has become obligated to redeem on any Redemption Date but which it has not redeemed and, until such balance has been so redeemed in full, no Junior Securities of the Corporation shall be redeemed and no dividends shall be paid thereon.

(c) Notice of Redemption. Except as otherwise provided herein, the Corporation shall mail written notice of each redemption of any Preferred Share to each record holder thereof not more than 60 nor less than 30 days prior to the date on which such redemption is to be made. In case fewer than the total number of Preferred Shares represented by any certificate are redeemed, a new certificate representing the number of unredeemed Preferred Shares shall be issued to the holder thereof without cost to such holder within five business days after surrender of the certificate representing the redeemed Preferred Share.

(f) Determination of the Number of Each Holder's Shares to be Redeemed. Except as otherwise provided herein, the number of Preferred Shares to be redeemed from each holder thereof in redemptions hereunder (including, without limitation, redemptions pursuant to Section 6(b) and 6(c) hereof) shall be the number of Preferred Shares determined by multiplying the total number of Preferred Shares to be redeemed times a fraction, the numerator of which shall be the total number of Series A Preferred or Series B Preferred then held by such holder and the denominator of which shall be the total number of Series A Preferred or Series B Preferred then outstanding.

(g) Dividends After Redemption Date. No Preferred Share shall be entitled to any dividends accruing after the date on which the Liquidation Value of such Preferred Share (plus all accrued and unpaid dividends thereon) is paid to the holder of such Preferred Share. On such date, all rights of the holder of such Preferred Share shall cease, and such Preferred Share shall no longer be deemed to be issued and outstanding.

Section 7. Senior Debt. Notwithstanding anything herein to the contrary, no dividend may be paid on Preferred Shares and the Preferred Shares shall not be redeemed or subject to redemption hereunder if there shall have occurred and be continuing or there would exist as a result of such a payment any default or event of default under any of the terms of any agreement relating to, or instrument evidencing, any Senior Debt or if such payment is prohibited under any such agreement or instrument. If, notwithstanding the provisions of this Section 7, any payment with respect to any dividends or redemption shall be received by a holder of a Preferred Share in contravention of this Section 7, such payment shall be held in trust for the benefit of, and shall be immediately paid over or delivered or transferred to, the holders of Senior Debt or their duly appointed agents for application of payment according to the priorities of such Senior Debt and ratably among the holders of any class of Senior Debt, in which case such holder of Preferred Share shall (after all Senior Debt has been paid in full) be subrogated to the rights of the holders of such Senior Debt against the Corporation.

Section 8. Voting Rights. Except as otherwise provided herein and as otherwise required by applicable law, the Preferred Shares shall have no voting rights; provided that each holder of Preferred Shares shall be entitled to notice of all stockholders meetings at the same time and in the same manner as notice is given to all stockholders entitled to vote at such meetings.

Section 9. Amendment and Waiver. No amendment, modification or waiver shall be binding or effective with respect to any provision of the Corporation's Articles of Incorporation or Bylaws that would alter or change the preferences or special rights of the

Preferred Shares without the prior written consent of the holders of a majority of the Series A Preferred and Series B Preferred outstanding at the time such action is taken.

Section 10. Definitions. The following terms shall have the meanings specified:

"Junior Securities" means, collectively, the Company's common stock, par value \$.01 per share, the Corporation's nonvoting common stock, par value \$.01 per share, and any capital stock of any class of the Corporation hereafter authorized which is not limited to a fixed sum or percentage of par or stated value in respect to the rights of the holders thereof to participate in dividends or in the distribution of assets upon any liquidation, dissolution or winding up of the Corporation.

"Liquidation Value" of any a Preferred Share as of any particular date shall be equal to \$ 1000.

"Person" means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"Public Offering" means an initial public offering and sale of equity securities of the Corporation pursuant to an effective registration statement under the Securities Act.

"Redemption Date" as to any Preferred Share means the date specified in the notice of any redemption at the Corporation's option or at the holder's option or the applicable date specified herein in the case of any other redemption; provided that no such date shall be a Redemption Date unless the Liquidation Value of such Preferred Share (plus all accrued and unpaid dividends thereon) is actually paid in full on such date, and if not so paid in full, the Redemption Date shall be the date on which such amount is fully paid.

"Sale of the Corporation" means (i) any sale, transfer or issuance or series of sales, transfers and/or issuances of capital stock of the Corporation by the Corporation or any holders thereof which results in any Person or group of Persons (as the term "group" is used under the Securities Exchange Act), other than the holders of Preferred Shares as of December ____, 2004, owning capital stock of the Corporation possessing the voting power (under ordinary circumstances) to elect a majority of the Corporation's board of directors, and (ii) any sale or transfer of all or substantially all of the assets of the Corporation and its Subsidiaries in any transaction or series of transactions (other than sales in the ordinary course of business).

"Securities Exchange Act" means the Securities Exchange Act of 1934, as amended, or any similar federal law then in force.

"Senior Debt" means all indebtedness incurred under that certain Credit Agreement dated as of September 17, 2004, among the Corporation, FCC, LLC, d/b/a First Capital, the financial institutions from time to time party thereto, as the same may from time to time be amended, restated, supplemented or otherwise modified.

"Subsidiary" means, with respect to any Person, any corporation, limited liability company, partnership, association or other business entity of which (i) if a corporation, a majority of the total voting power of shares of stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors, managers or trustees thereof is at the time owned or controlled, directly or indirectly, by that Person or one or more of the other Subsidiaries of that Person or a combination thereof, or (ii) if a limited liability company, partnership, association or other business entity, a majority of the partnership or other similar ownership interest thereof is at the time owned or controlled, directly or indirectly, by any Person or one or more Subsidiaries of that person or a combination thereof. For purposes hereof, a Person or Persons shall be deemed to have a majority ownership interest in a limited liability company, partnership, association or other business entity if such Person or Persons shall be allocated a majority of limited liability company, partnership, association or other business entity gains or losses or shall be or control the managing general partner of such limited liability company, partnership, association or other business entity.

FOURTH: The creation of the Series A Preferred Stock and Series B Preferred Stock shall be upon filing this Certificate of Designation.

FIFTH: The date of the amendment's adoption is December 30, 2004.

SIXTH The amendment was adopted by the Board of Directors by unanimous written consent on December 30, 2004.

* * * * *

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Designation to the Articles of Incorporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 30th day of December, 2004.

SOLUNET, INC.

By:

Its:

Stephen J. Mark
V.P.