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BASIC AMENDMENT

AI NET, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF AI NET, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, AI Net, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is AI Net, Inc.

SECOND: Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of this Corporation shall be AI Insight, Inc."

THIRD: Article IV of the Articles of Incorporation shall be amended in its entirety to read as follows:

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of Class A common stock, without par value, 1,500,000 shares of Class B common stock without par value, and 1,000,000 shares of Class A preferred stock without par value. Class A common stock and Class B common stock shall be identical in all respects, except that holders of Class B common stock do not have voting rights.

The **Class A** preferred stock shall have the following preferences, limitations, and relative rights:

A. PREFERRED STOCK

1. **Voting.** The Class A preferred stock shall be nonvoting and redeemable and the holders thereof shall not be entitled to vote on any issue coming before the shareholders of the corporation.

2. **Dividends.** Each holder of record of shares of Class A preferred stock shall be entitled to receive, cumulative (noncompounding) dividends commencing from the date of issuance at the rate of eight percent (8%) per

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annum on One Hundred Dollar (\$100.00) value ("Face Value") of each outstanding share of Class A preferred stock payable only in additional shares of Class A preferred stock at Face Value. Dividends shall be payable annually within ninety (90) days after the corporation's fiscal year end.

3. Automatic Conversion.

(a) Each share of Class A preferred stock shall automatically be converted into shares of Class B common stock upon the earlier of (i) immediately upon the closing of the sale of the corporation's common stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended ("Public Offering") or (ii) immediately upon the closing of any transaction or series of transactions pursuant to an agreement to which the corporation is a party in which greater than twenty-five percent (25%) of the corporation's Class A common stock shall be transferred to a third party who is not then a holder of Class A common stock ("Private Transfer").

(b) Each share of Class A preferred stock shall be convertible into such number of fully paid and nonassessable shares of Class B common stock as is determined by dividing the Face Value by the Common Stock Price. For purposes of this paragraph, the "Common Stock Price" shall be (i) the initial offering price for a share of Class A common stock in a Public Offering or (ii) the price paid per share of Class A common stock in a Private Transfer. In the event any portion of the price paid in any Private Transfer is payable in property other than cash, the value of such property shall be the fair market value as determined in good faith by the corporation's board of directors.

4. Liquidation.

(a) Each share of Class A preferred stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the Face Value per share prior to any distribution to the holders of common stock. The remaining assets and funds of the corporation shall be paid to the holders of the common stock of the corporation.

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(b) For purposes of this paragraph, (i) any acquisition of the corporation by means of merger or other form of corporate reorganization in which outstanding shares of the corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (other than a mere reincorporation transaction), or (ii) a sale of all or substantially all of the assets of the corporation, shall be treated as a liquidation, dissolution or winding up of the corporation and shall entitle the holders of Class A preferred stock to receive at the closing in cash or securities (valued at fair market value as determined by the corporation's board of directors) amounts as specified in subparagraph 4(a).

B.VOTING WITH RESPECT TO CERTAIN ISSUES

Any of the following acts of the Corporation may be taken only with the (i) unanimous consent of the members of the Board of Directors and (ii) approval of Shareholders owning not less than seventy-five (75) percent of the issued and outstanding share of Class A Common Stock:

- (a) A merger of the Corporation with any other entity or entities
- (b) A sale of fifty (50%) percent or more of the Corporation's operating assets.
- (c) A change in salary and/or the granting of any bonus or other pay incentive over the amounts now in effect for Steve Epstein.
- (d) The liquidation of the Corporation upon any terms and conditions whatsoever.
- (e) The termination of Steve Epstein as an officer, director, and employee of the Corporation

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FOURTH: Article VI of the Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE VI

DIRECTORS

The number of directors of the corporation shall be determined as specified in the bylaws.

FIFTH: The foregoing amendment was duly adopted on 12/31/99, by Unanimous Written Consent of the Shareholders of the Corporation and, therefore, the number of votes cast for the foregoing amendment was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of the 31 day of December, 1999.

Steven Epstein, President [Signature]

Diane Lee, Secretary [Signature]

AHS Sunbelt Healthcare Corporation

By [Signature]
Name Mandrian F. Blair
Title President Emeritus

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