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To:

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Fax Number : (850)205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
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DIVISION OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

ABSOLUTE POTENTIAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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Amend / Reslated
(1a, 11.15.05)

**ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ABSOLUTE POTENTIAL, INC.**

The undersigned, being the Chief Executive Officer of **ABSOLUTE POTENTIAL, INC.**, a Florida corporation (the "Corporation"), does hereby certify that the Amendment provided for herein to effect a reverse stock split was adopted by Written Consent of the Sole Member of the Board of Directors of the Corporation on October 5, 2005, and by Written Consent of Shareholders of the Corporation, owning a majority of the outstanding shares entitled to vote on October 5, 2005, in accordance with the provisions of Chapter 607 of the General Corporation Law of the State of Florida (the "Florida Act"), and the number of votes cast in favor of the Amendment was sufficient to carry the motion.

1. Article IV of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read as follows:

This Corporation shall be authorized to issue a total of 200,000,000 shares of two classes of capital stock to be designated respectively preferred stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock the corporation shall have authority to issue is 50,000,000, \$.001 par value per share and the total number of shares of Common Stock the corporation shall have authority to issue is 150,000,000, \$.0001 par value per share, which shall have one (1) vote per share. The Preferred Stock authorized by this Certificate of Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;
- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

Upon the filing of this Certificate of Amendment with the Florida Secretary of State, the Corporation shall perform a reverse stock split whereby One (1) share of common stock will be issued for each One Hundred (100) shares of common stock outstanding as of September 30, 2005. The number of authorized shares of common stock of the corporation shall remain One Hundred Fifty Million (150,000,000), \$.0001 par value per share

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P.02/02

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of the Corporation has executed this Amendment to the Amended and Restated Articles of Incorporation of the Corporation, the 14 day of November, 2005, for the purpose of amending the Amended and Restated Articles of Incorporation under Section 607.1006, Florida Act, and hereby certifies that the facts herein stated are true and correct, and were approved by the votes of Shareholders owning a majority of the shares entitled to vote, and the vote was sufficient to carry motion.

ABSOLUTE POTENTIAL, INC., a Florida corporation

By: [Signature]
Name: Thomas F. Duszynski
Title: Chief Executive Officer

STATE OF ILLINOIS)
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 14 day of November, 2005 by THOMAS F. DUSZYNSKI as Chief Executive Officer of ABSOLUTE POTENTIAL, INC., a Florida corporation, on behalf of said corporation, who is personally known to me.



[Signature]
Notary Public

Katherine Rowles

Print Name

My Commission Expires: 12/2/08

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