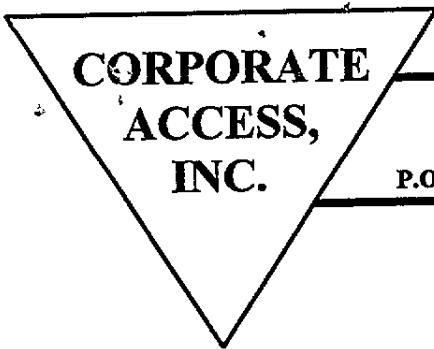


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1.) Free Legal Online.com, Inc.
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SPECIAL INSTRUCTIONS _____

ARTICLES OF AMENDMENT
OF
FREELEGALONLINE.COM, INC.

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Pursuant to Section 607.1006, Fla. Stat., FREELEGALONLINE.COM, INC., a Florida corporation (the "Corporation"), hereby adopts these Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the Corporation is FREELEGALONLINE.COM, INC.
2. The following amendments to the Articles of Incorporation of FREELEGALONLINE.COM, INC. were approved by the shareholders of FREELEGALONLINE.COM, Inc. as of the 23rd of September, 1999 in the manner prescribed by law under Section 607.1003(6), Fla. Stat. The number of votes cast for the amendment was sufficient for approval.
3. Article III of the Articles of Incorporation of FREELEGALONLINE.COM, Inc. is hereby deleted in its entirety and the following is inserted in lieu thereof:

The Corporation shall have the authority to issue ten million (10,000,000) shares of common stock with a par value of \$.001 per share (the "Common Stock"). The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

The Corporation shall have the authority to issue ten million (10,000,000) shares of preferred stock with a par value of \$.001 per share, with such rights and preferences as provided herein (the "Preferred Stock") and as further determined by the Board of Directors from time to time. The Board of Directors of this Corporation shall have the power to divide and issue the Preferred Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series. In furtherance thereof, the Corporation hereby authorizes the creation and issuance of 500,000 shares of Preferred Stock as Series A Preferred Stock with such rights and preferences as provided below (the "Series A Preferred Stock").

1. Dividends. No dividends shall be declared and set aside for any shares of the Series A Preferred Stock; *provided however*, that in the event the Board of Directors of the Corporation shall declare a dividend payable upon the outstanding shares of the Common Stock of the Corporation, the holders of the Series A Preferred Stock shall be entitled to the amount of dividends per share of Series A Preferred Stock as would be declared payable on the largest number of full shares of

Common Stock into which each such share of Series A Preferred Stock could be converted pursuant to the provisions of Section 4 hereof, such number determined as of the record date for the determination of holders of Common Stock entitled to receive such dividend.

2. Liquidation; Dissolution or Winding Up.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, holders of each share of Series A Preferred Stock outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to stockholders, whether such assets are capital, surplus, or earnings, an amount equal to \$4.23 per share of Series A Preferred Stock held and before any payment shall be made to the holders of Common Stock or of any stock ranking on liquidation junior to the Series A Preferred Stock. After such payment shall have been made in full to the holders, or funds necessary for such payment shall have been set aside by the Corporation in trust for the account of the holders, of the Series A Preferred Stock so as to be available for such payment, holders of the Series A Preferred Stock shall be entitled to no further participation in the distribution of the assets of the Corporation.

(b) A consolidation or merger of the Corporation or a sale of all or substantially all of the assets of the Corporation shall be regarded as a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section 2, *provided however*, that each holder of the Series A Preferred Stock shall have the right to elect the benefits of the provisions of Section 4(h) hereof in lieu of receiving payment in liquidation, dissolution or winding up of the Corporation pursuant to this Section 2.

(c) In the event of a liquidation, dissolution or winding up of the Corporation resulting in the availability of assets other than cash for distribution to the holders of the Series A Preferred Stock, the holders of the Series A Preferred Stock shall be entitled to a distribution of cash and/or assets equal in value to the liquidation preference stated in Section 2(a), such valuation to be made by the Board of Directors acting in good faith and with due care.

3. Voting Power. Except as otherwise expressly provided herein or as required by law, the holder of each share of Series A Preferred Stock shall be entitled to vote on all matters. Each share of Series A Preferred Stock shall entitle the holder thereof to such number of votes per share as shall equal the number of shares of Common Stock into which each share of Series A Preferred Stock is then convertible. Except as otherwise expressly provided herein or as required by law, the holders of shares of the Series A Preferred Stock and the Common Stock shall vote together as a single class on all matters.

4. Conversion. The holders of the Series A Preferred Stock shall have the following conversion rights:

(a) Subject to and in compliance with the provisions of this Section 4, any shares of the Series A Preferred Stock may, at the option of the holder, be converted at any time or from time to time into fully-paid and non-assessable shares (calculated as to each conversion to the nearest whole share) of Common Stock. The number of shares of Common Stock to which a holder of the Series A Preferred Stock shall be entitled upon conversion shall be the product obtained by multiplying the Applicable Conversion Rate (determined as provided in Section 4(c)) by the number of shares of Series A Preferred Stock being converted.

(b) (i) Each share of Series A Preferred Stock outstanding shall automatically be converted into the number of shares of Common Stock into which such Preferred Shares are convertible upon application of the then effective Applicable Conversion Rate, immediately upon the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of capital stock of the Corporation in which the aggregate gross proceeds received by the Corporation equals or exceeds \$7,500,000 at a sale price to the public of at least \$7.50 per share (appropriately adjusted in the event of any Extraordinary Common Stock Event, as hereinafter defined).

(ii) Upon the occurrence of an event specified in Section (4)(b)(i), 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 however*, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing the shares of the Series A Preferred Stock being converted are either delivered to the Corporation or any transfer agent, as hereinafter provided, or the holder notifies the Corporation or any transfer agent, as hereinafter provided, that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.

Upon the occurrence of the automatic conversion of all of the outstanding Series A Preferred Stock, the holders of the Series A Preferred Stock shall surrender the certificates representing such shares at the office of the Corporation or of any transfer agent for the Common Stock. Thereupon, there shall be issued and delivered to such holder, promptly at such office and in his or her name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of the Series A Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred.

(c) The conversion rate in effect at any time (the "Applicable Conversion Rate") shall be determined as follows:

The Applicable Conversion Rate with respect to the Series A Preferred Stock shall be the quotient obtained by dividing \$4.23 by the Applicable Conversion Value, calculated as hereinafter provided. Upon the happening of an Extraordinary Common Stock Event (as hereinafter defined), the Applicable Conversion Value shall, simultaneously with the happening of such Extraordinary Common Stock event, be adjusted by dividing each then effective Applicable Conversion Value by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Applicable Conversion Value. Each Applicable Conversion Value, as so adjusted, shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events.

(d) The Applicable Conversion Value with respect to the Series A Preferred Stock in effect from time to time, except as adjusted in accordance with Sections 4(c) and 4(e) hereof, shall be \$4.23.

(e) Except as provided below in this Section 4(e), the Corporation shall not, without the prior written consent of the holders of a majority of the Series A Preferred Stock at any time while there are any shares of Series A Preferred Stock outstanding, issue any additional shares of Common Stock (or grant options, warrants, rights or Series A Preferred Stock convertible into Common Stock) at a price per share less than the Applicable Conversion Value in effect for such issuance or sale.

For purposes of this Section 4(e), if a part or all of the consideration received by the Corporation in connection with the issuance of shares of the Common Stock consists of property other than cash, such consideration shall be deemed to have the same value as is recorded on the books of the Corporation with respect to receipt of such property. This Section 4(e) shall not apply under any of the circumstances which would constitute an Extraordinary Common Stock Event.

(f) In the event the Corporation shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, then and in each such event provisions shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the number of securities of the Corporation which they would have received had their Series A Preferred Stock been converted into Common Stock on the date of such event and had thereafter, during the period from the date of such event to and including the Conversion Date (as that term is hereafter defined), retained such securities receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this Section 4 with respect to the rights of the holders of the Series A Preferred Stock.

(g) If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 4), then and in each such event the holder of each share of Series A 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, reclassification or other change, by holders of the number of shares of Common Stock into which such shares of Series A Preferred Stock might have been converted immediately prior to such reorganization, reclassification or change, all subject to further adjustment as provided herein.

(h) If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Section 4) or a merger or consolidation of the Corporation with or into another corporation, or the sale of all or substantially all of the Corporation's properties and assets to any other person, then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or the successor or corporation resulting from such merger or consolidation or sale, which a holder of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with

respect to the rights of the holders of the Series A Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section 4 and the number of shares receivable upon conversion of the Series A Preferred Stock shall be after that event as nearly equivalent to the rights of the Series A Preferred Stock prior to such event as may be practicable.

Each holder of Series A Preferred Stock upon the occurrence of a capital reorganization, merger or consolidation of the Corporation or the sale of all or substantially all its assets and properties as such events are more fully set forth in the first paragraph of this Section 4(h), shall have the option of electing treatment of his shares of Series A Preferred Stock under either this Section 4(h) or Section 2(a) hereof, notice of which election shall be submitted in writing to the Corporation at its principal offices no later than five (5) days before the effective date of such event.

(i) To exercise his or her conversion privilege, a holder of Series A Preferred Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office that such holder elects to convert such shares. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series A Preferred Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation together with the certificate or certificates representing the shares of Series A Preferred Stock being converted, shall be the "Conversion Date". As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Series A Preferred Stock being converted, or on his written order, a certificate or certificates as he may request for the number of full shares of Common Stock issuable upon the conversion of such shares of Series A Preferred Stock in accordance with the provisions of this Section 4 and cash, as provided in Section 4(j), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series A Preferred Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

(j) No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon conversion of Series A Preferred Stock. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of Series A Preferred Stock, the Corporation shall pay to the holder of the shares of Series A Preferred Stock which were converted a cash adjustment in respect of such fraction in an amount equal to the same fraction of the market price per share of the Common Stock (as determined in a manner prescribed by the Board of Directors) at the close of business on the Conversion Date.

(k) In the event some but not all of the shares of Series A Preferred Stock represented by a certificate or certificates surrendered by a holder are converted, the Corporation shall execute and deliver to the holder, at the expense of the Corporation, a new certificate representing the number of shares of Series A Preferred Stock which were not converted.

(l) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A 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 A Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

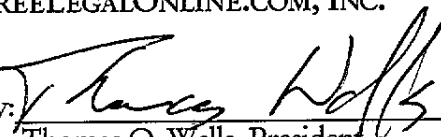
(m) "Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of the Common Stock as a dividend or other distribution on outstanding Common Stock (ii) subdivision of outstanding shares of Common Stock into a greater number of shares of the Common Stock or (iii) combination of outstanding shares of the Common Stock into a smaller number of shares of the Common Stock.

5. No Reissuance of Series A Preferred Stock. No share or shares of the Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Series A Preferred Stock, as the case may be, accordingly.

6. Notices of Record Date. In the event of (i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any capital reorganization of the Corporation, any merger or consolidation of the Corporation, and any transfer of all or substantially all of the assets of the Corporation to any other corporation, or any other entity or person, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series A Preferred Stock at least 20 days prior to the record date specified therein, a notice specifying (a) the date on which any such record is to be taken for the purpose of such dividend distribution and a description of such dividend or distribution, (b) the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (c) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

These Articles of Amendment will become effective as of September 24, 1999.

FREELEGALONLINE.COM, INC.

By: 
Thomas O. Wells, President