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Account Number : I20060000058
Phone : (813) 579-4010
Fax Number : (813) 228-0740

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PSYCHOLOGICAL ASSESSMENT RESOURCES, INC.

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05/22/2009 09:06
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18506176380	05-22 09:05	00:01:25	002/002	OK	

Note
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 RX: Missed Original TX, C: Call, M: Manual TX, C: Correct, C: Copy, P: Forward, PC: PC-Fax,
 B: Double-sided binding direction, SP: Special original, F: Code, R: TX, R: TX,
 R: Relay, M: Confidential, B: Bulletin, B: BIP Fax, IP: IP Address Fax,
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 TEL: RX from TEL, NG: Other Error, Cont: Continue, No Ans: No Answer,
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** This was first faxed May 22, 2009.
 Please date as of May 22, 2009.*

Florida Department of State
 Division of Corporations
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H090001274783ADCS

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To: Division of Corporations
 Fax Number : (850) 617-6380

From: Account Name : BREWER & PEROTTI, P.A.
 Account Number : 120060000058
 Phone : (813) 579-6010
 Fax Number : (813) 228-0740

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
 PSYCHOLOGICAL ASSESSMENT RESOURCES, INC.**

Certificate of Status	0
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**SECOND AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF PSYCHOLOGICAL ASSESSMENT RESOURCES, INC.**

Pursuant to the Florida Business Corporation Act, **PSYCHOLOGICAL ASSESSMENT RESOURCES, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Second Amendment to its Articles of Incorporation:

FIRST: Article IV of the Articles of Incorporation of the Corporation, as amended, is hereby amended and restated in its entirety as follows:

**"ARTICLE IV
AUTHORIZED SHARES**

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 2,200,000 common shares having a par value of \$1.00 per share, 200,000 of which to be designated as voting common stock and 2,000,000 of which to be designated as nonvoting common stock. Each of the said shares of voting common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of nonvoting shares of common stock shall not be entitled to vote upon any matter whatsoever. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the Corporation and valued at fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

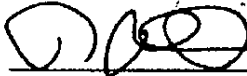
(b) In election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election."

SECOND: The foregoing amendment to the Corporation's Articles of Incorporation was adopted and approved by the Board of Directors and by the shareholders of the Corporation by written consent effective as of May 21, 2009, and the number of votes cast for the amendment were sufficient for approval.

THIRD: The foregoing amendment to the Corporation's Articles of Incorporation will become effective upon the filing of this Second Amendment to Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Second Amendment to the Articles of Incorporation this 21 day of May, 2009.

**PSYCHOLOGICAL ASSESSMENT RESOURCES,
INC.,** a Florida corporation



R. Bob Smith, III, Chairman of the Board and
Chief Executive Officer

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TALLAHASSEE, FLORIDA

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