

F00000003777

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GetAnswers, Inc.
(Name of corporation)

DOCUMENT NUMBER: F00000003777

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

FILED
02 FEB 18 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/18/02--01092--002
*****43.75 *****43.75

Peter Savitz
(Name of person)

GetAnswers, Inc.
(Name of firm/company)

18305 Biscayne Blvd. Ste. 212
(Address)

Aventura, FL 33160
(City/state and zip code)

For further information concerning this matter, please call:

Peter Savitz at (305) 937-4711
(Name of person) (Area code & daytime telephone number)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Peter Savitz GAVE
AUTHORIZATION BY PHONE TO
CORRECT #4 *date*
DATE *since original date of*
DOC. EXAM *RS 3/4/02*

nc RS 3/4/02

GetAnswers, Inc.

Bank Of America Building • 18305 Biscayne Boulevard • Suite 212 • Aventura, FL 33160
Telephone 305.937.4711 • Facsimile 305.937.5011 • info@getanswers.com

Amendment Section
Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Date: February 15, 2002

Re: Amendment Filing for Foreign Corporation, FL Document #F00000003777

Ladies and Gentlemen:

Enclosed please find the following:

- One Profit Corporation Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, which changes the name of the corporation from "GetAnswers.com, Inc." to "GetAnswers, Inc.";
- One Certificate of Amendment issued by the Secretary of State of Delaware (the jurisdiction in which the corporation is incorporated), evidencing said name change;
- One Certificate of Good Standing issued by the Delaware Secretary of State; and
- One check in the amount of \$43.75 payable to the Florida Secretary of State, Division of Corporations as the filing fee for the aforementioned Amendment and as payment for one Certificate issued by the Florida Secretary of State evidencing said Amendment and name change.

Please file the Amendment and return evidence of the same, along with the aforementioned Certificate to this office e via the enclosed Federal Express envelope.

Additionally, the corporation will be filing an Amended Uniform Business Report to change its officers and directors.

Thank you for your assistance. If you have any further questions, please contact Caroline or me at this office.

Sincerely,



Peter Savitz
Chief Financial Officer,
GetAnswers, Inc.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. GetAnswers.com, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. July 6, 2000
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 11, 2001

5. GetAnswers, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

Peter Savitz
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Peter Savitz
(Typed or printed name)

February 15, 2002
(Date)

Chief Financial Ofc.
(Title)

FILED
02 FEB 18 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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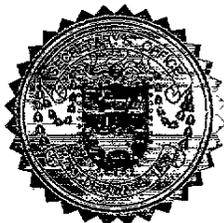
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GETANSWERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GETANSWERS, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF MAY, A.D. 2000.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3232753 8300

AUTHENTICATION: 1608503

020091747

DATE: 02-12-02

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GET ANSWERS.COM, INC.", CHANGING ITS NAME FROM "GET ANSWERS.COM, INC." TO "GETANSWERS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1608508

DATE: 02-12-02

3232753 8100

020091753

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

GET ANSWERS.COM, INC.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY

FIRST: That at a meeting of the Board of Directors of GET ANSWERS.COM, INC. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" and "Fourth" so that, as amended, said Article shall be and read as follows:

First: The name of this Corporation is "GetAnswers, Inc."

Fourth: The amount of the total authorized capital stock of this Corporation is one hundred million shares (100,000,000) of common stock at a Par Value of one thousandth of a cent (\$.00001) or 1/10,000 of a Dollar each, and also ten million shares (10,000,000) of preferred stock at a Par Value of one thousandth of a cent (\$.00001) or 1/10,000 of a Dollar each.

AND amend as follows:

DELETE	David Nepo	as President, Vice-President, Treasurer, and Secretary	
ADD	Chief Executive Officer and President	James Koenig	18305 Biscayne Blvd., Ste 212 Aventura, FL 33160
ADD	Treasurer/Secretary	Peter Savitz	18305 Biscayne Blvd., Ste 212 Aventura, FL 33160
ADD	Sr. Vice-President	Robert Cournoyer	18305 Biscayne Blvd., Ste 212 Aventura, FL 33160
ADD	Chief Technical Officer	Michael Lambert	3201 Griffin Road Fort Lauderdale, FL 33312

ADD Board of Director – David Nepo	Chairman	18305 Biscayne Blvd, Ste 212 Aventura, FL 33160
ADD Board of Director – Jamie Jo Harris	College Chairperson	18305 Biscayne Blvd., Ste 212 Aventura, FL 33160
ADD Board of Director - Norman Nepo	Director	18305 Biscayne Blvd., Ste 212 Aventura, FL 33160
ADD Board of Director – Barry Schnecr	Director	18305 Biscayne Blvd., Ste 212 Aventura, FL 33160
ADD Board of Director – Ron Welch	Director	18305 Biscayne Blvd., Ste 212 Aventura, FL 33160

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment, but rather amended, rectify, and reflect to the State of Delaware, Division of Corporation's record the number of shares of stock as purported, represented and promulgated by and through the company, its officers, directors, representatives, shareholders and as stated in its Private Placement Offering dated December 18, 2000.

IN WITNESS WHEREOF, said quorum of the Board of Directors has met and voted upon the aforementioned and caused this certificate to be adopted, ratified, and executed hereof, and be signed by JAMES KOENIG, CEO and Authorized Officer, this 9th day of May 2001.

By: 
JAMES KOENIG

Title: Chief Executive Officer