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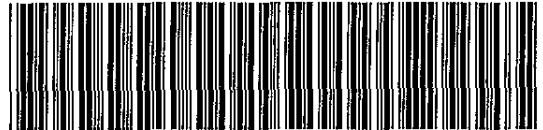
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2005 MAY 13 PM 1:51
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Profitonline.com LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Beth Munz
(Name of Person)

Profitonline
(Firm/Company)

11660 Trade Center Way #1
(Address)

Naples, FL 34109
(City/State and Zip Code)

For further information concerning this matter, please call:

Mary Beth Munz at 239 594-1111
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee &
Certificate of Status &
Certified Copy
(additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Proofitonline.com LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on July 1, 1999 and assigned document number 199000003.983.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

PROOFITONLINE.com LLC purchased 100% of Cyber Island, Inc. Shares (none as Cyber Interactive) and Cyber Island is no longer a member of PROOFITONLINE.com LLC. The Members of Company and the Percentage Interest is as follows:

NMIC	43.15
MUNZ	56.85

Dated May 11, 2005.

Mary Beth Munz
Signature of a member or authorized representative of a member

Mary Beth Munz
Typed or printed name of signee

2005 MAY 13 P 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AGREEMENT FOR THE SALE OF MEMBERSHIP INTERESTS

WHEREAS, CI-Interactive, Inc. formerly known as Cyber Island ("Member") owns 8.36% of the total membership interests of PROOF-it-ONLINE.com LLC ("Company"), and

WHEREAS, Member has expressed an interest in selling 100% of its membership interests in Company, and

WHEREAS, Company has expressed an interest in purchasing 100% of said membership interests, and

WHEREAS, Member represents that it owns the membership interests free and clear of all liens, security interests, claims, or other encumbrances and that Buyer will obtain good, valid and marketable title to the membership interests, and

WHEREAS, Member represents that it has received approval from its Board of Directors to enter into such a sale of its membership interests, and

WHEREAS, based on the terms and conditions of the Regulations and Agreement Among Members of a Limited Liability Company to which both Member and Company are a party, Member and Company have agreed upon a purchase price for Member's membership interests,

NOW THEREFORE, Member and Company agree as follows:

(1) Company agrees to pay to Member, not later than 10 business days from the date this Agreement is executed, an amount equal to THIRTY THOUSAND DOLLARS (\$30,000).

(2) In addition, Company agrees that should a sale or merger of the Company, involving more than 50% of the membership interests of the Company, take place on or before January 1, 2008, then Company will also pay to Member an amount equal to 1% of the net proceeds of such sale or merger.

(3) In return for compensation received by Member for its membership interests, Member agrees to be bound by all obligations to Non-Compete and Non-Disclosure previously signed or entered into in the Regulations and Agreement Among Members of a Limited Liability Company or entered into separately from that agreement. Such obligations will remain intact and enforceable without regard to Member's ownership of membership interests for a period of five years from the date of the signing of this Agreement.

(4) This sale of membership interests frees Member from any and all obligations of the Regulations and Agreement Among Members of a Limited Liability Company aside from those stated in (3) above.

(5) Details of this transaction shall remain confidential.

(6) This Agreement constitutes the entire agreement between the parties pertaining to its subject matter and supersedes all prior and contemporaneous agreements, representations, warranties, understandings, negotiations, and discussions, whether oral or written with respect to its subject matter. This Agreement may only be amended in writing, signed by both parties. This Agreement shall be construed as to its fair language and not strictly for or against any party.

Date: 3-18-08

Membership Interests: 8.36%

Aggregate Purchase Price: \$30,000

BUYER

By: [Signature]
Print Name: Robert Mum
Title: President
Representing: [Signature]

MEMBER

By: [Signature]
Print Name: Robert Miller
Title: CEO
Representing: GTI ENTER

Witness Signature

Check # 3603
830 K
3/18/2008