

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000055120

American Uranium, Inc

500003347385--6  
-08/07/00--01088--016  
\*\*\*\*\*87.50 \*\*\*\*\*49.75

\*Please file second\*

Signature \_\_\_\_\_

Requested by: LG

Name \_\_\_\_\_

Date 8/7/00

Time 1107

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

Art of Inc. File Amended  
LTD Partnership File &  
Foreign Corp. File Restated &  
L.C. File \_\_\_\_\_  
Fictitious Name File Name  
Trade/Service Mark Change  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

FILED  
00 AUG -7 PM 3:23  
RECEIVED  
00 AUG -7 AM 11:52  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

LAW OFFICES  
**EDWARD H. GILBERT**  
PROFESSIONAL ASSOCIATION

5100 TOWN CENTER CIRCLE  
SUITE 330  
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 361-9300  
TELEFAX (561) 361-9369  
E-MAIL ehgilbert@aol.com

August 4, 2000

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

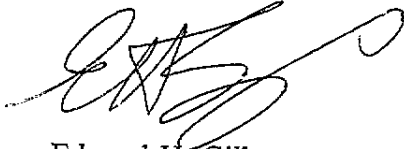
Re: Release of Name

Ladies and Gentlemen:

This letter will confirm that I am the sole incorporator of Visual Bible International, Inc. (the "Corporation"), a Florida corporation incorporated on July 24, 2000. Attached hereto is a copy of the Articles of Amendment to the Articles of Incorporation of the Corporation which, when filed by the Secretary of State, will change the name of the Corporation from Visual Bible International, Inc. to Consolidated Data Consultants, Inc.

It is my understanding that American Uranium, Inc. ("American Uranium"), a Florida corporation has, under separate cover, transmitted an amendment to its articles of incorporation, which amendment includes, among other things, a change of its name to Visual Bible International, Inc. Accordingly, this letter confirms that Corporation releases all claims to the name Visual Bible International, Inc., and to the extent required by the Secretary of State, Corporation authorizes American Uranium to use the name Visual Bible International, Inc.

Very truly yours,



Edward H. Gilbert

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

AMERICAN URANIUM, INC.)

ARTICLE I  
CORPORATE NAME

The name of the corporation is Visual Bible International, Inc. (the "Corporation").

ARTICLE II  
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

5100 Town Center Circle  
Suite 330  
Boca Raton, Florida 33486

ARTICLE III  
CAPITALIZATION

The aggregate number of shares of all classes that the Corporation shall have authority to issue is Two Hundred Million (200,000,000) shares, of which One Hundred Fifty Million (150,000,000) shares shall have a par value of \$.001 and shall be a class designated as "Common Shares" and of which Fifty Million (50,000,000) shares shall have a par value of \$.001 and shall be a class designated as "Preferred Shares".

A. Common Shares. Each Common Share shall entitle the holder thereof to one vote. No holder of the Common Shares shall be entitled to any right of cumulative voting.

B. Preferred Shares.

1. Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations, as same shall hereafter be determined in the resolution or resolutions providing for the issuance of such Preferred Shares from time to time as adopted by the board of directors of the Corporation (the "Board of Directors") pursuant to the authority to do so, which authority is hereby vested in the Board of Directors.

2. Each series of Preferred Shares, as stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, may:

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.)
- (e.) Florida Bar No. 180595

FILED  
00 AUG -7 PM 3:23  
SECOND JUDICIAL DISTRICT  
TALLAHASSEE, FLORIDA

- (a) have such number of shares;
- (b) have such voting powers, full or limited, or may be without voting power;
- (c) be redeemable or convertible at such time or times and at such prices;
- (d) entitle the holders thereof to receive distributions calculated in any manner, including but not limited to dividends, which may be cumulative, non-cumulative or partially cumulative; at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares;
- (e) have such preference over any other class of shares with respect to distributions, including but not limited to dividends and distributions upon dissolution of the Corporation;
- (f) be made convertible into, or exchangeable for, shares of any other class or classes (except the class having prior or superior rights and preferences as to the dividends or distribution assets upon liquidation) or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange, and with such adjustments;
- (g) be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts;
- (h) be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and
- (i) have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions;

3. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, the number of shares comprised in such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

4. Shares of any series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible, were exchangeable, have been converted into or exchanged for shares of any other class or classes, shall have the status of authorized and unissued Preferred Shares and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Shares to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Shares, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.)
- (e.) Florida Bar No. 180595

3394.003/15005.1  
072700 19:58

Board of Directors providing for the issue of any series of Preferred Shares and to any filing required by law.

ARTICLE IV  
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.  
5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486

ARTICLE V  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.  
Edward H. Gilbert, P.A.  
5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486

ARTICLE VI  
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the Florida Business Corporations Act (the "FBCA").

ARTICLE VII  
DIRECTORS

The corporation shall have one director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one director.

ARTICLE VIII  
BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors.

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.)
- (e.) Florida Bar No. 180595

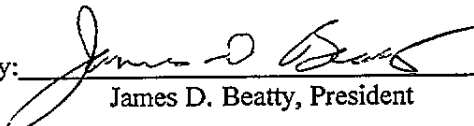
ARTICLE IX  
CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE X  
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 1st day of August, 2000.

By:   
James D. Beatty, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
- (c.) Boca Raton, Florida 33486
- (d.) (561) 361-9300
- (e.) Florida Bar No. 180595

3394.003/15005.1  
072700 19:58

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

**FILED**  
**00 AUG -7 PM 3:23**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned hereby accepts the appointment as registered agent of Visual Bible International, Inc. contained in the foregoing Amended and Restated Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

**E.H.G. RESIDENT AGENTS, INC.**

Date: August 1, 2000

By: 

Edward H. Gilbert, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.)
- (e.) Florida Bar No. 180595

3394.003/15005.1  
072700 19:58

CERTIFICATE  
OF  
VISUAL BIBLE INTERNATIONAL, INC.  
(the "Certificate")

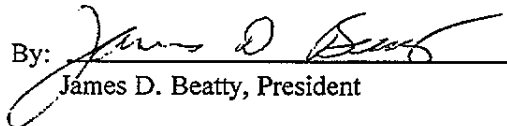
THE UNDERSIGNED, being the directors of Visual Bible International, Inc. (the "Corporation"), hereby certify the following:

1. Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the board of directors of the Corporation (the "Board") has, by action by written consent of directors pursuant to Section 607.0821 of the FBCA (the "Director's Action"), on August 1, 2000 restated the Articles of Incorporation of the Corporation (the "Restated Articles"). A true and correct copy of which Restated Articles are attached hereto as Exhibit 1.

2. The Restated Articles contain amendments (the "Amendments") to the original articles of incorporation requiring shareholder approval. Such Amendments were duly adopted on August 1, 2000, by action by written consent of shareholders pursuant to Section 607.0704 of the FBCA (the "Shareholder Action"), and such Shareholder Action was sufficient for approval.

3. The date of this Certificate is August 1, 2000.

Visual Bible International, Inc. (f/k/a  
American Uranium, Inc.)

By:   
James D. Beatty, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.)
- (e.) Florida Bar No. 180595

3394.003/15005.1  
072700 19:58



EXHIBIT 1

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.)
- (e.) Florida Bar No. 180595

3394.003/15005.1  
072700 19:58