

Division of Corporations

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P0000000 55120

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Fax Number : (850) 205-0380

From:

Account Name : EDWARD H. GILBERT, P.A.
Account Number : I19990000063
Phone : (561) 361-9300
Fax Number : (561) 361-9369

EFFECTIVE DATE

02-19-02

BASIC AMENDMENT

VISUAL BIBLE INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Amended & Restated
Art.

02/06/02 De



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 2002

VISUAL BIBLE INTERNATIONAL, INC.
5100 TOWN CENTER CIRCLE
SUITE 430
BOCA RATON, FL 33486

SUBJECT: VISUAL BIBLE INTERNATIONAL, INC.
REF: P00000055120

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 241-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H02000029097
Letter Number: 302A00007031

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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EFFECTIVE DATE
02-19-02

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

THE UNDERSIGNED, being the President of VISUAL BIBLE INTERNATIONAL, INC., a Florida corporation (the "Corporation"), hereby certifies 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 February 4, 2002 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 do not contain amendments (the "Amendments") to the original articles of incorporation requiring shareholder approval.

3. The Restated Articles contain an amendment effecting a share combination without shareholder approval (the "Combination Amendment"). Accordingly, pursuant to the provisions Section 607.10025 of the FBCA:

(a) The Combination Amendment was duly adopted by the Board on February 4, 2002.

(b) The Combination Amendment does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

(c) The Combination Amendment affects the \$0.001 per value common stock of the Company (the "Common Shares") and combines each ten (10) Common Shares outstanding on February 18, 2002 (the "Record Date") into one (1) Common Share outstanding.

(d) The Combination Amendment shall be effective on the later to occur of February 19, 2002 or the filing by the Secretary of State of the State of Florida of the Restated Articles.

4. The date of this Certificate is February 4, 2002.

VISUAL BIBLE INTERNATIONAL, INC.

By:


Daniel W. Johnson, President

2002 FEB -5 PM 5:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
- (c.) Boca Raton, Florida 33486
- (d.) (561) 361-9300
- (e.) ((H02000029097 I)))
- (f.) Florida Bar No. 180595

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EXHIBIT 1

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISUAL BIBLE INTERNATIONAL, INC.

ARTICLE I
CORPORATE NAME

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

ARTICLE II
ADDRESS

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

5100 Town Center Circle
Suite 430
Boca Raton, Florida 33486

ARTICLE III
CAPITALIZATION

The aggregate number of shares of all classes that the Corporation shall have authority to issue is Three Million Three Hundred Thirty Three Thousand Three Hundred Thirty Three (3,333,333) shares, of which Two Million Five Hundred Thousand (2,500,000) shares shall have a par value of \$.001 and shall be a class designated as "Common Shares" and of which Eight Hundred Thirty Three Thousand Three Hundred Thirty Three (833,333) 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 may: (a) have such number of shares; (b) have such voting powers, full or limited (c) may be without voting power; (d) be redeemable or convertible at such time or times and at such prices; (e) 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; (f) 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; (g) 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

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or at such rates of exchange, and with such adjustments; (h) 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; (i) 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 (j) have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions, as stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares.

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 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 registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE V INCORPORATOR

The name of the Incorporator of the Corporation is:

Glen Akselrod

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").

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
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- (e.) Florida Bar No. 180595

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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.

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

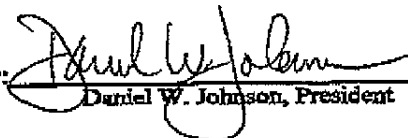
The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
COMBINATION

A. Upon the later to occur of February 19, 2002 or the filing by the Secretary of State of the State of Florida of these Amended and Restated Articles of Incorporation each ten (10) Common Shares outstanding on February 18, 2002 (the "Record Date") shall be combined into one (1) Common Share.

B. The Corporation may issue fractional Common Shares or scrip certificates therefor to the holders of the Common Shares as of the Record Date by reason of the foregoing combination. The Board of Directors of the Corporation or any corporate committee thereof is empowered to adopt further rules and regulations concerning such fractional interests or scrip.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 4th day of February, 2002.

By: 
Daniel W. Johnson, President

- (a) Edward H. Gilbert, Esq.
- (b) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c) (561) 361-9300
- (d) ((H02000029097 1)))
- (e) Florida Bar No. 180595

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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: February 4, 2002

By: 

Edward H. Gilbert, President

- (a.) Edward H. Gilbert, Esq.
 - (b.) 5100 Town Center Circle, Suite 430
 - (c.) Boca Raton, Florida 33486
 - (d.) (561) 361-9300
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