

P00000057714  
FutureFAQs, Inc.

Amendment Section  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/21/00--01062--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

December 18, 2000

RE: Amended Articles of Incorporation  
FutureFAQs, Inc.  
Document Number P00000057714

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 21 PM 12:06

Please accept the enclosed Amended Articles of Incorporation, and provide one certified copy. A check for \$43.75 is enclosed.

Filing fee	\$35.00
Certified copy	<u>8.75</u>
TOTAL	\$43.75

Thank you.



E. Donald Stokes  
Incorporator, Director, and Registered Agent

*Amend*

V. SHEPARD JAN 5 - 2001

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**FutureFAQs, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 21 PM 12:06

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendments adopted:

Amendment I. Article XIV, limiting the allowed shareholders, is added to the Articles of Incorporation. Article XIV reads per the attached Amended Articles of Incorporation.

Amendment II. Article XV, specifying the continued qualification of the corporation as an S-Corporation, is added to the Articles of Incorporation. Article XIV reads per the attached Amended Articles of Incorporation.

Amendment III. Articles IV, IX, XI, and XIII are amended to read according to the Amended Articles of Incorporation attached.

**SECOND:** Because no shares were issued by the corporation prior to these amendments, there are no implementation provisions required.

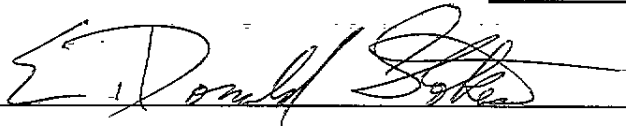
**THIRD:** All amendments were adopted on October 10, 2000.

**FOURTH:** The amendments were adopted jointly by the Incorporator and Board of Directors without shareholder action and shareholder action was not required.

Signed this 9<sup>th</sup> day of December, 2000.

**EFFECTIVE DATE OF AMENDMENTS WAS OCTOBER 10, 2000**

Signature



E. Donald Stokes  
Incorporator, Director, and Registered Agent

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION (As amended October 10, 2000)  
OF  
**FutureFAQs, Inc.**

ARTICLE I - NAME

The name of this corporation shall be **FutureFAQs, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal office or mailing address of the corporation is:

50 34<sup>th</sup> Avenue South  
Jacksonville Beach, Florida 32250

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - SHARES (As amended October 10, 2000)

This corporation is authorized to issue 1,000 shares of no par value common stock, which shall be designated "Common Shares." The Board of Directors of this Corporation may designate all or some of these shares as "voting shares." All common shares of the corporation, regardless of voting rights, shall have equal rights in the case of dividend payments, liquidation of the Corporation's assets, or other partition of equity or payments among shareholders. The Board of Directors of the Corporation has authority, without action by the shareholders, to issue all or any portion of the authorized but unissued stock in one or more series, and to determine the voting rights of such shares.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director of this corporation are:

E. Donald Stokes  
50 34<sup>th</sup> Avenue South  
Jacksonville Beach, Florida 32250

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

50 34<sup>th</sup> Avenue South  
Jacksonville Beach, Florida 32250

and the name and address of the initial Registered Agent of this Corporation is:

E. Donald Stokes  
50 34<sup>th</sup> Avenue South  
Jacksonville Beach, Florida 32250

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

E. Donald Stokes  
50 34<sup>th</sup> Avenue South  
Jacksonville Beach, Florida 32250

#### ARTICLE VIII - DURATION

The duration of the Corporation shall be perpetual.

#### ARTICLE IX - BYLAWS (As amended October 10, 2000)

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Voting Shareholders. Every Amendment shall be approved by the board of Directors, proposed by them to the shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the shareholders of voting stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

#### ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by the president, the secretary, a majority of the shareholders, the Board of Directors of this Corporation, or a designee of any of the same.

#### ARTICLE XI - REMOVAL OF DIRECTORS (As amended October 10, 2000)

A majority interest of the Shareholders of the voting stock of this Corporation shall be entitled to remove any Director from office with or without cause during their term.

## ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

Any contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be neither void nor nullified because of such relationship or interest or because such Director or Directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract; or
- (b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

## ARTICLE XIII - EXTRAORDINARY ACTION (As amended October 10, 2000)

The affirmative vote of a majority of the voting stock of the Corporation represented at a meeting at which a minimum of fifty-one percent (51%) of the voting shares is present, shall be required to amend these articles so as to increase or decrease the authorized number of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

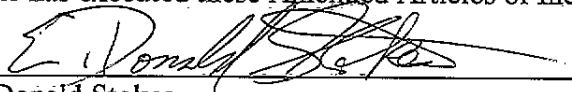
## ARTICLE XIV - SHAREHOLDERS (Article added October 10, 2000)

The number of shareholders in the Corporation shall be no more than seventy-five (75) individual owners; ownership of stock in this corporation by other corporations is not allowed. When counting the number of shareholders, husbands and wives shall be counted as one owner, according to United States Internal Revenue Service regulations for an S-Corporation. IRS regulations and limitations shall govern all cases of ownership.

## ARTICLE XV - S-CORPORATION STATUS (Article added October 10, 2000)

The Articles of this Corporation shall be amended from time to time if necessary to meet or conform to requirements for status as an S-Corporation. At all times, all Articles shall be interpreted in accordance with applicable U.S. or Florida regulations necessary to allow S-Corporation status to be maintained.

The undersigned subscriber has executed these Amended Articles of Incorporation, effective October 10, 2000.

  
E. Donald Stokes  
Incorporator, Director, and Registered Agent