

PO6000104002

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ASR*  
*12/31/08*

## CALLWRITER SEMINARS, INC.

2324 SW 112<sup>th</sup> Street  
Gainesville, Florida 32607

Tel. (352) 377-3500

Fax (352) 374-0659

December 29, 2008

*Amendment Section*  
FL Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

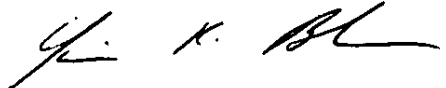
RE: CallWriter Seminars, Inc.  
# P06000104002

Ladies and Gentlemen,

The enclosed *Articles of Amendment* are submitted for filing together with our check for \$43.75 to cover the filing fee and a certified copy, for which purpose an additional copy is enclosed.

Please mail the certified copy and a copy of the filing receipt to me at the address above.

Best regards,

A handwritten signature in black ink, appearing to read 'L. K. Brasher', with a stylized flourish at the end.

Lisa K. Brasher,  
President

Articles of Amendment  
to  
Articles of Incorporation  
of  
**CALLWRITER SEMINARS, INC.**  
Doc. No. P06000104002

**FILED**  
08 DEC 31 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. Article I is amended as follows:

**Article I**

The name of this corporation is **INCOME INVESTING SEMINARS, INC.**

B. Article IV is amended to provide as follows:

**Article IV**

The aggregate number of shares of capital stock of all classes which the Corporation shall have authority to issue is ONE HUNDRED TEN MILLION (110,000,000) without par value, of which ONE HUNDRED MILLION (100,000,000) shares shall be of a class designated "*Common Stock*" (or "*Common Shares*"), and TEN MILLION (10,000,000) shares shall be of a class designated "*Preferred Stock*" (or "*Preferred Shares*"). All shares of the Corporation shall be issued for such consideration or considerations as the Board of Directors may from time to time determine. No shareholder shall have preemptive rights.

The Common Stock may be issued from time to time in one or more classes or series in any manner permitted by law, as determined by the Board of Directors and stated in the resolution or resolutions providing for issuance thereof. The Common Stock may have such voting powers (full, limited, contingent or no voting powers), such designations, preferences and relative, participating, optional or other special rights, and be subject to such qualifications, limitations and restrictions, as the Board of Directors shall determine by resolution or resolutions. Unless otherwise resolved by the Board of Directors at the time of issuing Common Shares, (i) each Common Stock share shall be of the same class, without any designation, preference or relative, participating, optional or other special rights, and subject to no qualification, limitation or restriction, and (ii) Common Shares shall have unlimited voting rights, including but not limited to the right to vote in elections for directors, and each holder of record of Common Shares entitled to vote shall have one vote for each share of stock standing in his name on the books of the Corporation and entitled to vote.

The Preferred Stock may be issued from time to time in one or more classes or series in any manner permitted by law, as determined by the Board of Directors and stated in the resolution or resolutions providing for issuance thereof. The Preferred Stock may have such voting powers (full, limited, contingent or no voting powers), such designations, preferences and relative, participating, optional or other special rights, and be subject to such qualifications, limitations and restrictions, as the Board of Directors shall determine by resolution or resolutions. Unless otherwise resolved by the Board of Directors at the time of issuing Preferred Shares each holder of record of

Preferred Shares entitled to vote shall have one vote for each share of stock standing in his name on the books of the Corporation and entitled to vote.

C. A new Article VI is *added* to provide as follows:

#### Article VI

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and officers:

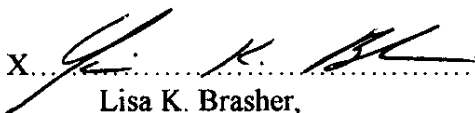
(a) **Number of Directors.** The number of Directors shall be as fixed in the Bylaws. In the absence of such provision in the Bylaws, the Corporation shall have ONE Director(s).

(d) **Corporate Opportunities.** The officers, directors and other members of management of the Corporation shall be subject to the doctrine of "*corporate opportunities*" only insofar as it applies to any business opportunity (i) of a type falling within the regular business or operations of the Corporation, or (ii) in which the Corporation has expressed an interest as determined from time to time by the Corporation's Board of Directors as evidenced by resolutions appearing in the Corporation's minutes. All such business opportunities that come to the attention of the officers, directors, and other members of management of the Corporation shall be disclosed promptly to the Corporation and made available to it. The Board of Directors may reject any business opportunity presented to it, and only thereafter may any officer, director or other member of management avail himself of such opportunity. The provisions of this paragraph (d) shall not be construed to release any employee of the Corporation from any fiduciary duties which he may have to the Corporation.

#### Adoption of Amendments

The amendments were adopted by the shareholders. The number of votes cast for the amendments by the shareholders was sufficient for approval.

DATED: December 26, 2008

X.   
Lisa K. Brasher,  
President and Director