

P93000066838

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02 DEC 19 PM 1:11
DIVISION OF CORPORATION

FILED
02 DEC 19 PM 3:39
TALLAHASSEE
FLORIDA

02250
*00789,00563, 00672



ACCOUNT NO. : 072100000032

REFERENCE : 864301 7273947

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pigato

ORDER DATE : December 19, 2002

ORDER TIME : 12:01 PM

ORDER NO. : 864301-005

CUSTOMER NO: 7273947

CUSTOMER: Mr. James Koller
1-800-attorney, Inc.
186 Attorney.com Court

Lake Helen, FL 32744

DOMESTIC AMENDMENT FILING

NAME: 1-800-ATTORNEY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 19, 2002

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: 1-800-ATTORNEY, INC.
Ref. Number: P93000066838

RESUBMIT
Please give original
submission date as file date.

We have received your document for 1-800-ATTORNEY, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 902A00066814

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**FIFTH AMENDMENT
TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
1-800-ATTORNEY, INC.**

FILED
02 DEC 19 PM 3:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1-800-ATTORNEY, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation") does hereby certify:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions setting forth the following amendment to the Amended and Restated Articles of Incorporation of the Corporation (the "Amendment"), declaring the Amendment to be advisable and calling for the submission of the proposed Amendment to shareholders of the Corporation for consideration thereof. The resolution setting forth the proposed Amendment is as follows:

RESOLVED, that, subject to shareholder approval, Article V of the Amended and Restated Articles of Incorporation of this Corporation be amended and restated to read in its entirety as follows:

The maximum number of shares of stock that the Corporation has authority to issue is 10,000,000 shares of common stock, no par value.

SECOND: That thereafter, in accordance with a resolution of the Board of Directors, a special meeting of the shareholders of the Corporation was duly called and held, upon notice in accordance with Section 4 of Article I of the Amended and Restated Bylaws of the Corporation, at which meeting the necessary number of shares as required by statute were voted in favor of the Amendment, and the Amendment was adopted by the shareholders on December 18, 2002.

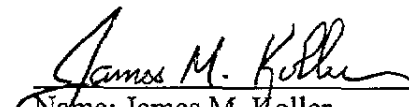
THIRD: That the Amendment was duly adopted in accordance with the provisions of Sections 7 – 9 of Article I of the Amended and Restated Bylaws of the Corporation.

FOURTH: That the Amendment, having been approved by the shareholders on December 18, 2002, shall be filed with the Secretary of State of the State of Florida as soon as practicable.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by James M. Koller, its Secretary, this 18th day of December, 2002.

1-800-ATTORNEY, INC.

By:


Name: James M. Koller
Title: Secretary