

P94000002599

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

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Kathi or Brent

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Weiss Group, Inc. P94-2599
(Corporation Name) (Document #)
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☐ Mail Out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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CR2E031(7/97)

Examiner's Initials

G. Coulliette FEB 26 2002

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WEISS GROUP, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned corporation, Weiss Group, Inc. (the "Corporation") adopted the following Certificate of Amendment to its Article of Incorporation which were previously filed with the Florida Secretary of State on January 3, 1994, and amended on November 11, 1994:

(a) The name of the Corporation is Weiss Group, Inc.

(b) The Board of Directors of the Corporation adopted resolutions approving the division of the Corporation's Common Stock, the reduction of the par value of the Common Stock and an increase of authorized shares of Common Stock on February 18, 2002. A copy of the resolutions are annexed hereto Exhibit A; Shareholder Action was not required nor obtained.

(c) The amendment to the Articles of Incorporation of the Corporation 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 division or combination exceeding the percentage of authorized shares that were unissued before the division or combination.

(d) A total of 1,082.4 shares of Common Stock is outstanding as of the date hereof, which will become 35,004,816 shares of Common Stock upon consummation of the division.

(e) The Articles of Incorporation are hereby amended as follows:

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 100,000,000, all of which shall be common shares with a par value of \$.01 per share. Authority is hereby expressly granted to the

Board of Directors to fix by resolution or resolutions any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions which are permitted by Florida corporate law in respect of any class or classes of common stock or any series of any class of common stock of this corporation.

Dated: February 8, 2002

By: 

Martin D. Weiss, President

WRITTEN CONSENT OF THE SOLE DIRECTOR OF WEISS GROUP, INC. IN LIEU OF MEETING

The undersigned, being the only member of the Board of Directors of Weiss Group, Inc., a Florida corporation (the "Corporation"), and acting pursuant to Chapter 607 of the Florida Business Corporation Act, hereby adopts the following resolutions, by written consent without a meeting, with full force and effect as if adopted at a duly constituted meeting:

I. STOCK SPLIT

WHEREAS, the Corporation desires to (i) split the number of shares of outstanding Common Stock, par value \$1.00 per share (the "Common Stock") on the basis of 32,340 new shares for each old share of Common Stock (the "Stock Split") and (ii) reduce the par value of the Common Stock from \$1.00 per share to \$.01 per share; and

WHEREAS, Martin Weiss and his wife own 974.2 shares of Common Stock and the Radcliff Family Investment Company, Ltd., owns 108.2 shares of Common Stock, which will become 31,505,628 and 3,499,108, respectively, following the Stock Split; and

WHEREAS, the Board of Directors believes that the Stock Split would facilitate the adoption and implementation of the Corporation's 2002 Incentive Stock Option Plan and result in broader distribution among investors in the event the Corporation decides to go public and, thereafter, a wider market for the stock, and is, therefore, in the best interests of the Corporation and its stockholders; and

WHEREAS, the Board of Directors believes that the reduction in par value of the Common Stock is in the best interests of the Corporation and its stockholders; and

Exhibit A

WHEREAS, the foregoing will require an amendment to the Articles of Incorporation filed with the Florida Secretary of State on January 3, 1994, as amended on November 11, 1994, in the form attached hereto as Exhibit A (the "Certificate of Amendment") to increase the number of authorized shares of Common Stock from 10,000 shares to 100,000,000 shares and to reduce the par value of the Common Stock;

RESOLVED, that the Stock Split and par value reduction are hereby approved; and it is further

RESOLVED, that the Certificate of Amendment shall state as follows:

4.01 The total authorized stock of this corporation shall consist of 100,000,000 shares of common stock having a par value of \$.01 per share. Authority is hereby expressly granted to the Board of Directors to fix by resolution or resolutions any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions which are permitted by Florida corporate law in respect of any class or classes of common stock or any series of any class of common stock of this corporation; and it is further

RESOLVED, that the Secretary or an Assistant Secretary of the Corporation be, and hereby is, authorized and directed to file the Certificate of Amendment in the minute book of the Corporation; and it is further

RESOLVED, that the Chief Executive Officer, President or Vice President of the Corporation (the "Authorized Officer") be, and he hereby is, authorized and directed to execute, acknowledge and file, in accordance with Charter 607 of the Florida Business Corporation Act, the Certificate of Amendment in substantially such form, with such changes therein as the Authorized Officer executing the same shall, by the execution thereof, approve; and it is further

RESOLVED, that the Board of Directors directs that the stockholders of the Corporation be notified in writing of the material terms of the Stock Split within 30 days of the filing of the Certificate of

consent in lieu of meeting-212_.rtf

Amendment, as required pursuant to Chapter 607 of the Florida Business Corporation Act.

II. INCENTIVE STOCK OPTION PLAN

Adoption of Plan

WHEREAS, it is deemed to be in the best interests of the Corporation to adopt an equity incentive plan to be known as the Weiss Group, Inc. 2002 Incentive Stock Option Plan (the "Plan") to provide a means whereby key employees, officers, directors and consultants of the Corporation and its subsidiaries and others performing services to the Corporation may be given awards for, among other things, the purchase of shares of the Common Stock of the Corporation; and

WHEREAS, the Plan, which provides for the grant of Awards (as defined in the Plan) to purchase a maximum of 1,750,000 shares of the Common Stock of the Corporation or 10% of the amount of shares of Common Stock outstanding on the December 31 prior to the grant, whichever is greater, and the form of Award Grant thereunder, both as attached hereto as Exhibit B, have been considered by the Board of Directors;

RESOLVED, that the Board hereby adopts the Plan and the form of Award Grant thereunder, both attached hereto as Exhibit B; and it is further

RESOLVED, that the Corporation hereby reserves an aggregate of 1,750,000 shares of its Common Stock or such greater number as permitted by the penultimate resolution for issuance pursuant to the terms of the Plan; and it is further

RESOLVED, that the Plan will be administrated by the Board or by a committee appointed by the Board to grant Awards and to perform all other functions as set forth in the Plan (the "Administrator"); and it is further

consent in lieu of meeting-212_.rtf

RESOLVED, that the officers of the Corporation are authorized and directed to execute, from time to time, Award Grants with those persons selected by the Administrator and from time to time to issue shares of the Common Stock upon exercise of any Awards so granted pursuant to the terms of an Award Grant, with such changes to Award Grants as the Administrator deems necessary or desirable; and it is further

RESOLVED, that any one or more of the officers of this Corporation be, and each hereby is, authorized and directed on behalf of the Corporation, in connection with the granting of Awards under the Plan and the issuance of shares of stock pursuant to the exercise of such Awards pursuant to the terms of an Award Grant and the Plan, to file one or more notices and applications with, obtain permits from, and take any other actions required by any state or federal securities regulators; and it is further

Valuation of the Common Stock

RESOLVED, that after consideration of the valuation analyses previously reviewed by members of this Board of Directors, and the consideration of all other appropriate factors, it is deemed that the formulas utilized in the Plan are an appropriate method to value the growth of the Corporation to arrive at the Exercise Price per share for options granted under the Plan, and that such valuation be, and it hereby is, in all respects authorized and approved and shall be established as the fair valuation for all purposes under the Plan; and it is further

RESOLVED, that the exercise price for each of the Options shall be the Option Price, as defined in the Plan; and it is further

RESOLVED, that each of the Options shall vest and expire in accordance with the schedule set forth in the instrument granting the Option; and it is further

III. GENERAL

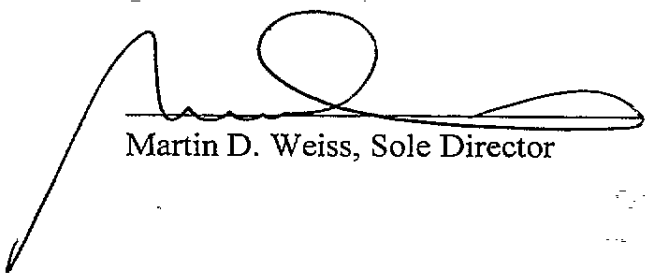
RESOLVED, that the officers and directors of the Corporation be, and hereby are, authorized and directed to take all such further actions and to execute and deliver, in the name and on behalf of the Corporation and

consent in lieu of meeting-212_.rtf

under its corporate seal or otherwise, any and all such further documents and instruments, and to pay all such expenses, as they may deem necessary or advisable to carry out the purposes of any and all of the foregoing resolutions and the transactions contemplated thereby; and that the taking of each such actions, the execution and delivery of each such document or instrument, and the payment of each such expenses shall be conclusive evidence of its necessity or advisability; and it is further

RESOLVED, that any and all actions heretofore or hereafter taken by the officers or directors of the Corporation within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation.

IN WITNESS WHEREOF, the undersigned have duly executed this instrument as of the 18 day of February 2002.



Martin D. Weiss, Sole Director