



THE UNITED STATES
CORPORATION
COMPANY

P95000070679

ACCOUNT NO. : 072100000032

REFERENCE : 401106 5801A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
99 OCT -6 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 6, 1999

ORDER TIME : 12:45 PM

ORDER NO. : 401106-005

CUSTOMER NO: 5801A

CUSTOMER: Ms. Michele Alaniz
Pavese Garner Haverfield

1833 Hendry Street
Fort Myers, FL 33901-3095

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-10/06/99--01065--010
*****35.00 *****35.00

Amend

DOMESTIC AMENDMENT FILING

NAME: FAMILY VALUES, INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
99 OCT -6 PM 1:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JOR
10/1/99

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
FAMILY VALUES, INTERNATIONAL, INC.**

FILED
99 OCT -6 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is FAMILY VALUES, INTERNATIONAL, INC.
2. The following Amendment to the Articles of Incorporation was adopted by the sole incorporator of the Corporation by the execution of a written statement manifesting his intention that such amendment be adopted, dated the 1st day of Oct, 1999, in the manner prescribed by Section 607.1005 of the Florida Business Corporation Act because the corporation has not yet issued shares:

Article III of the Articles of Incorporation is amended to read as follows:

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Million (1,000,000) shares of common stock, divided into two (2) classes. The designation of each class and the number of shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>
A	800,000
B	200,000

All or any part of the shares of any class of stock may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law; and when such consideration has been received by the Corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

- a. The Class A Common Shares shall have exclusive voting power, except as provided in c, below.
- b. The Class B Common Shares shall have no voting power, except as provided in c, below.
- c. The holders of the Class B Common Shares and the holders of the Class A Common Shares shall only be entitled to vote as separate classes on such other matters as may be required by law to be submitted to such holders voting as separate classes.

Article VI is hereby added to the Articles of Incorporation, and shall read as follows:

ARTICLE VI - TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the

shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

"The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From The Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability Of This Certificate Is Restricted Until It Is Determined By The Corporation Than Any Proposed Transfer will Not Adversely Affect The Exemptions Relied Upon."

3. The foregoing Amendments shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its Incorporator on this 1 day of October, 1999.

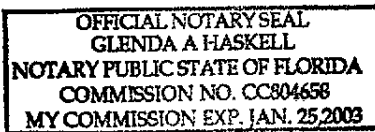
FAMILY VALUES, INTERNATIONAL, INC.

By: William R. Nichols
William R. Nichols
Its: Incorporator

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared WILLIAM R. NICHOLS, who is to me well known to be the person described or who produced Florida Driver License as identification, and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Myers, in said County and State this 1 day of October, 1999.



Glenda A. Haskell
Notary Public, State of Florida
Print Name: GLENDA HASKELL
My Commission Expires:
My Commission No. Is:

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