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ASSESSMENT TECHNOLOGIES GROUP, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$35.00

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ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
ASSESSMENT TECHNOLOGIES GROUP, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Assessment Technologies Group, Inc., a Florida corporation (the "Corporation"), does hereby certify that:

1. The Articles of Incorporation of the Corporation were amended and restated in their entirety as set forth in Exhibit A attached hereto (the "Restated Articles").
2. The Restated Articles were adopted by the Board of Directors of the Corporation without shareholder action, and shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has hereunto set his hand this 6th day of August, 2009.

ASSESSMENT TECHNOLOGIES GROUP, INC.

By: Stephen Pollan  
Name: Stephen Pollan  
Title: CEO

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## EXHIBIT A

### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ASSESSMENT TECHNOLOGIES GROUP, INC.

#### ARTICLE ONE NAME

The name of this corporation (the "Corporation") is: ASSESSMENT TECHNOLOGIES GROUP, INC.

#### ARTICLE TWO PURPOSES

The Corporation has been formed to (i) operate as a full service industrial and organizational consultancy group providing state-of-the-art human capital management decision support; (ii) engage in such other activities as are reasonably incidental to the purpose and business of the Corporation set forth in clause (i); and (iii) engage in such other activities as the Board of Directors may, from time to time, direct. In furtherance of the foregoing, and not in limitation thereof, the Corporation shall have the power and authority to do everything necessary, proper or incidental to the accomplishment of its purposes.

#### ARTICLE THREE CAPITAL STOCK

The maximum number of shares with par value that the Corporation is authorized to have outstanding at any time is one million (1,000,000) shares, consisting of the following: (a) seven hundred thousand (700,000) shares of common stock, par value of \$0.001 per share (the "Common Stock"); and three hundred (300,000) shares of preferred stock, par value of \$0.001 per share (the "Preferred Stock").

3.1 Common Stock. The holders of Common Stock shall have full voting power for all purposes. Each share of Common Stock shall be entitled to one (1) vote at any meeting of stockholders or action taken by written consent. Except as otherwise may be provided in these Articles of Incorporation or by applicable law, the holders of the Common Stock shall vote together with all other classes and series of stock of the Corporation as a single class on all action to be taken by the stockholders of the Corporation.

3.2 Preferred Stock. The Board of Directors of the Corporation is authorized, subject to the limitations on the maximum number of shares permitted to be outstanding pursuant to this Article Three, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series and the qualifications, limitations or

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restrictions thereof. The authority of the Board of Directors of the Corporation with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate, if any, on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether the series will have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors of the Corporation shall determine;

(d) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(e) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(f) The rights of the shares of that series in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(g) Any other relative rights, preferences and limitations of that series.

Any of the powers, preferences, rights and qualifications, limitations, restrictions or designations of any such class or series of Preferred Stock may be made dependent upon facts ascertainable outside of this Certificate or the resolution or resolutions adopted by the Board providing for the designation or issuance of such Preferred Stock pursuant to the authority vested in the Board; provided, that the manner in which such facts shall operate upon the powers, preferences, rights and qualifications, limitations, restrictions or designations of such class or series of Preferred Stock is clearly and expressly set forth in this Certificate or the resolution or resolutions providing for the issuance of such Preferred Stock. The term "facts" as used in the preceding sentence shall have the meaning given to it in the Florida Business Corporation Act.

#### **ARTICLE FOUR** **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by the Board of Directors of the Corporation which shall consist of two (2) persons selected by the holders of those shares of the Common Stock and Preferred Stock entitled to vote for the members of the Board of Directors of the Corporation as provided in the Bylaws. Notwithstanding the foregoing, the number of the

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members of the Board of Directors of the Corporation may be increased or decreased through amendment of the Bylaws.

ARTICLE FIVE  
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders of the Corporation herein are granted subject to this reservation. Notwithstanding the foregoing, Article Three of these Articles of Incorporation may not be amended except following the affirmative vote of all, and not less than all, of the members of the Board of Directors, and by a majority vote of holders of shares of the Common Stock and Preferred Stock of the Corporation entitled to vote on such amendment.

ARTICLE SIX  
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws as provided therein.