



Box 2145 Goldenrod, FL 32733 800-492-0466 FAX 800-363-2841 www.familyassistance.com

PA6000091209

December 10, 1999

Secretary of State
Division of Corporations
State of Florida
409 East Gaines
Tallahassee, FL 32399


500003071625--7
-12/15/99-01088-002
*****35.00 *****35.00

RE: Amendment of Charter for Family Assistance.com, Inc.
Charter No. 96000091209

Gentlemen:

Enclosed herewith are 2 executed copies of the Amendment to the charter for Family Assistance.com, Inc. I enclose the filing fee of \$35.00. Please file the Amendment and return one filed stamped copy to me in the enclosed self-addressed envelope. If you have any questions, please call me as soon as possible.

Very truly yours,


Floyd Cox, Jr.

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FAMILY ASSISTANCE.COM, INC.
(FORMERLY FAMILY ASSISTANCE SERVICES, INC.)
CHARTER NO. 96000091209**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida for profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted are as follows:

ARTICLE I: The name of the corporation is FamilyAssistance.com, Inc. 1890 Semoran Blvd., Suite 293, Winter Park, FL 32792

ARTICLE VI: The registered address for the Corporation is changed to 1890 Semoran Blvd., Suite 293, Winter Park, FL 32792.

ARTICLE XI: The Article is deleted in its entirety, and the following is substituted therefor:

**ARTICLE XI
NO DIRECTOR LIABILITY CERTAIN CASES**

To the maximum extent permitted by law as effect from time to time, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of any fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director for: (i) any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) unlawful payment of dividends or stock redemptions; or (iv) any transaction from which the director derived an improper personal benefit.

ARTICLE XV: A new Article XV is added as follows:

**ARTICLE XV
INDEMNIFICATION**

To the full extent not prohibited by the law as in effect from time to time, the Corporation shall indemnify any person (and the heirs, executors and representative of such person) who is or was a director, officer, employee or agent of the Corporation, or who, at the request of this Corporation, is or was a director, officer, employee, agent, partner, or trustee, as the case may be, of any other corporation, partnership, proprietorship, trust, association or other entity in which this Corporation owns an interest, against any and all liabilities and reasonable expenses incurred by such person in connection with or resulting from any claim, action, suit or proceeding, whether brought

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by or in the right of the Corporation or otherwise and whether civil, criminal, administrative or investigative in nature, and in connection with an appeal relation thereto, in which such person is threatened to be made a party by reason of serving or having served in any such capacity.

THIRD: The effective date of each amendment is the date of filing with the Secretary of State of Florida.

FOURTH: The amendments were approved unanimously by vote of the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 10th day of December, 1999.

Family Assistance.com, Inc.

By Floyd Cox, Jr.
Floyd Cox, Jr., President

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TALLAHASSEE, FLORIDA