

P96000091209

FAMILY ASSISTANCE.COM
BEING A PART OF YOU

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

March 6, 2000

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

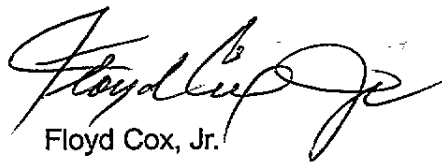
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*****35.00 *****35.00

RE: Amendment and Restatement of Charter for FAMILYASSISTANCE.COM, Inc.
(Formerly Family Assistance Services, Inc.)
Charter No. 96000091209

Gentlemen:

Enclosed herewith are 2 executed copies of the Amended and Restated Articles of Incorporation for FAMILYASSISTANCE.COM Inc. (formerly Family Assistance Services, Inc.). I also enclosed the filing fee of \$35.00. Please file the Amendment and Restated charter 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.
President

Amend + Restate
6-1-00
PJS

FILED
00 MAY 30 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Family Assistance

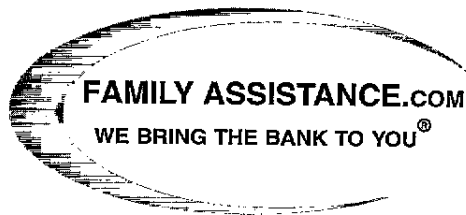
Memo

To: Doug Spittler, Document Specialist
From: Floyd Cox, Pres.
Date: 4/10/00
Re: Restated Articles/ other documents etc...

I have enclosed the documents you asked for in the letter you sent out on March 22nd. I hope that these are what you are looking for.

A handwritten signature in cursive script that reads "Floyd Cox". The signature is fluid and stylized, with the first and last names clearly legible.

Floyd Cox, Pres



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

May 24, 2000

Doug Spitler
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Doug Spitler:

We have prepared this package for your approval. It includes the following:

- a. a copy of the letter requesting corrections
- b. a copy of the letter Fred Slicker wrote Family Assistance.com, Inc. regarding necessary corrections
- c. the necessary corrections made to the Amended and Restated Articles of Incorporation of Family Assistance.com, Inc.
- d. a copy of the original, incorrect Articles
- e. a copy of the Consent of Directors of Family Assistance.com, Inc.

If there is anything further that you need, please let us know.

Sincerely,

A handwritten signature in black ink, which appears to read "Christine Persons". The signature is fluid and cursive.

Christine L. Persons
Executive secretary to Floyd Cox (President)
800-492-0466 ext 105
Family Assistance.com

Enclosures (5)

clp



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 18, 2000

FAMILY ASSISTANCE.COM, INC.
ATTN: FLOYD COX, JR.
P.O. BOX 2145
GOLDENROD, FL 32733

SUBJECT: FAMILY ASSISTANCE.COM, INC.
Ref. Number: P96000091209

We have received your document for FAMILY ASSISTANCE.COM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 600A00021184



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 2000

FAMILY ASSISTANCE.COM, INC.
ATTN: FLOYD COX, JR.
P.O. BOX 2145
GOLDENROD, FL 32733

SUBJECT: FAMILY ASSISTANCE.COM, INC.
Ref. Number: P96000091209

We have received your document for FAMILY ASSISTANCE.COM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 300A00015797

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAMILY ASSISTANCE.COM, INC.
(Formerly Family Assistance Services, Inc.)
Charter No. 96000091209

FILED
00 MAY 30 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

The undersigned, FAMILY ASSISTANCE.COM, INC. ("Corporation"), a Florida corporation, for the purpose of adopting this Amended and Restated Articles of Incorporation pursuant to applicable provisions of Section 607.1006 of the Florida Corporation Law and Florida Statutes ("Act"), hereby certifies:

1. The name of the Corporation is FAMILY ASSISTANCE.COM, INC. (formerly Family Assistance Services, Inc.).
2. The name under which the Corporation was originally incorporated is Family Assistance Services, Inc. The name of the Corporation was changed by amendment to its charter as filed on December 15th, 1999.
3. The original Articles of Incorporation of the Corporation were filed with Florida Secretary of State on November 6, 1996. The Articles of Incorporation were amended on December 15, 1999.
4. The amendments effected by this Amended and Restated Articles of Incorporation are:

Old Article II:	The purpose clause was shorten and broadened and stated in Article III; and
Old Article III:	The duration was stated in new Article IV; and
Old Article IV:	The capitalization was increased to 5,000,000 shares of common stock and 1,000,000 shares of preferred stock and the par value was reduced to \$.001 on all shares; and
Old Article V:	This Article was deleted; and
Old Article VI:	The registered office was changed; and
Old Article VII:	This Article was deleted and a new Article VIII replaced this Article; _____ and
Old Article VIII:	This Article was deleted; and
Old Article IX:	This Article was deleted; and
Old Article X:	This Article was deleted; and
Old Article XI:	This Article as amended was renumbered to Article XII; and
Old Article XII:	This Article was deleted; and
Old Article XIII:	This Article was deleted; and
Old Article XIV:	This Article was deleted; and
Old Article XV:	This Article was renumber as Article XI; and

New Article VI relating to No Cumulative Voting was added; and
New Article VII relating to No Preemptive Rights was added; and
New Article IX relating to Amendment of Bylaws was added; and
New Article X relating to Possible Conflicts of Interest was added; and
The language and form of the charter was revised, updated, clarifies and improved.

5. This Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and by unanimous consent of all of the 7,500 shares which were issued and outstanding on 4th Jan, 2000 in accordance with the Act, and restate, integrate, modify and amend the Amended Articles of Incorporation currently in effect.

6. The Amended and Restated Articles of Incorporation of FAMILY ASSISTANCE.COM, INC. as amended hereby, is restated in its entirety as follows on the next page:

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FAMILY ASSISTANCE.COM, INC.
(Formerly Family Assistance Services, Inc.)
Charter No. 96000091209**

ARTICLE I

NAME

The name of the Corporation is FAMILY ASSISTANCE.COM, INC.

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Corporation in the State of Florida is located at University Corporate Center, 3501 Quadrangle Boulevard, Suite 325, Orlando, Florida 32817. The Corporation's registered agent at that office is Floyd Cox, Jr.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Corporation Act.

ARTICLE IV

DURATION

The period of existence of the Corporation is perpetual.

ARTICLE V

CAPITALIZATION

The total number of shares which this Corporation is authorized to issue is 5,000,000 shares of Common Stock, par value \$0.001 per share, and 1,000,000 shares of Preferred Stock, par value \$.001 per share.

The Board of Directors shall have the power and authority to issue without shareholder approval debentures or other securities convertible into, or warrants or options to subscribe for or purchase, authorized shares of Common Stock of the Corporation upon such terms and conditions as shall be determined by action of the Board of Directors.

Preferred Stock Generally

The Preferred Stock may be issued in one or more series. The Board of Directors is hereby expressly authorized to issue shares of Preferred Stock in such series and to fix from time to time before issuance thereof the number of shares to be included in any series and the designation, relative rights, powers, preferences, restrictions and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects:

- (a) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;
- (b) The annual dividend rate on the shares of that series, if any, and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;
- (c) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;
- (d) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and
- (e) The redemption price for the shares in each particular series, if redeemable, and the terms and conditions of such redemption;
- (f) The preference, if any, of shares of such series in the event of any liquidation, dissolution or winding up on the Corporation; and
- (g) Any other relative rights, preferences, limitations and restrictions applicable to that series.

ARTICLE VI NO CUMULATIVE VOTING

The holders of record of the Common Stock shall have one vote for each share held of record. Cumulative voting for the election of directors or otherwise is not permitted.

ARTICLE VII NO PREEMPTIVE RIGHTS

No holder of record of Common Stock shall have a preemptive right or be entitled as a matter of right to subscribe for or purchase any: (i) shares of capital stock of the Corporation of any class whatsoever; (ii) warrants, options or rights of the Corporation; or (iii) securities convertible into, or carrying warrants, options or rights to subscribe for or purchase, capital stock of the Corporation of any class whatsoever, whether now or hereafter authorized.

ARTICLE VIII

BOARD OF DIRECTORS

The Board of Directors shall consist of from one (1) to five (5) directors who shall serve as directors until the next annual meeting of shareholders or until their respective successor is duly elected and qualified. The number of directors may be changed from time to time in accordance with the bylaws of the Corporation then in effect. Election of directors at a meeting of shareholders need not be by written ballot.

ARTICLE IX

AMENDMENT OF BYLAWS

The Board of Directors of the Corporation is expressly authorized and empowered to make, alter, amend or repeal the bylaws of the Corporation and to adopt new bylaws.

ARTICLE X

POSSIBLE CONFLICTS OF INTEREST

No agreement or transaction involving the Corporation or any other corporation, partnership, proprietorship, trust, association or other entity in which the Corporation owns an interest or in which a director or officer of the Corporation has a financial interest shall be void or voidable solely for this reason or solely because any such director or officer is present at or participates in the approval of such agreement or transaction.

ARTICLE XI

INDEMNIFICATION

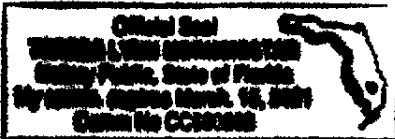
To the full extent not prohibited by the law as in effect from time to time, the Corporation shall indemnify any person (and the heirs, executors and representatives of such person) who is or was a director, officer, employee or agent of the Corporation, or who, at the request of this Corporation, is 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 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 relating thereto, in which such person is a party or is threatened to be made a party by reason of serving or having served in any such capacity.

ARTICLE XII

NO DIRECTOR LIABILITY IN CERTAIN CASES

To the maximum extent permitted by law as in 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.

Signed this ^{6th} 2nd day of March, 2000.

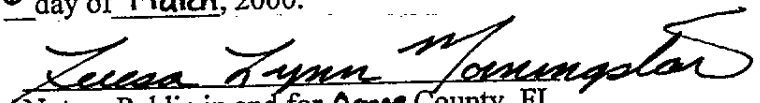


FAMILY ASSISTANCE.COM, INC.


Floyd Cox, Jr. President

Signed and sworn to before me this ^{6th} day of March, 2000.

State of Florida
County of Orange


Notary Public in and for Orange County, FL.
My commission expires: March 15, 2001

**CONSENT OF DIRECTORS
OF
FAMILY ASSISTANCE.COM, INC.**


The undersigned, being all the directors of Family Assistance.Com, Inc. ("Company") (1) waive all notices required for and the holding of a meeting of directors, and (2) consent to the adoption, approval, ratification and confirmation of the following resolutions:

RESOLVED, That Board of Directors of the Company adopts, approves, ratifies and confirms the Amended and Restated Articles of Incorporation as set forth in the attachment hereto; and

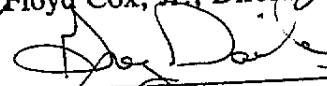
RESOLVED, That the Board of Directors submit the Amended and Restated Articles of Incorporation for consideration and approval by the Shareholders at the earliest convenient opportunity; and

RESOLVED FURTHER, That the officers of the Company are and each of them is authorized to execute and deliver all documents and take all other actions necessary or appropriate in order to consummate the transactions contemplated by the foregoing Resolutions.

IN WITNESS WHEREOF, the undersigned, being all the directors of the Company, hereby consent to the taking of the foregoing actions effective the 28th day of January, 2000.



Floyd Cox, Jr., Director



Greg Daily, Director