



Floyd Cox
President / CEO
floyd@familyassistance.com
ext. 103

P96000091209
February 22, 2001

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

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-02/27/01--01034--003
*****35.00 *****35.00

Re: Amendment of Charter for Family Assistance Services, Inc.
Charter No. 96000091209

Secretary:

Enclosed herewith are 2 executed copies of the Amendment to the charter for Family Assistance Services, Inc. I enclose the filing fee of \$35. Please file the Amendment and return one file stamped copy to me in the enclosed self-addressed stamped envelope. If you have any questions please call as soon as possible.

Very truly yours,

Floyd Cox, Jr.
Floyd Cox, Jr.

FILED
01 FEB 26 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

P96000091209/NC
Amend. to Charter
8pg
2-26-01

3501 Quadrangle Blvd., Suite 325
Orlando, FL 32817
Phone (800) 492-0466
FAX (866) 752-5435
familyassistance.com

FAMILY
ASSISTANCE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAMILY ASSISTANCE SERVICES, INC.
(Formerly FAMILY ASSISTANCE.COM, INC.)
Charter No. 96000091209**

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

The undersigned, FAMILY ASSISTANCE SERVICES, 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 SERVICES, INC. (formerly FAMILY ASSISTANCE.COM, INC.).
2. The name under which the Corporation was previously incorporated is FAMILY ASSISTANCE.COM, INC. The name of the Corporation was changed by amendment to its charter as filed on December 6, 2000.
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 6, 2000.
4. The amendments effected by this Amended and Restated Articles of Incorporation are:
Old Article I: The name of the Corporation is FAMILY ASSISTANCE.COM, INC.
New Article I: The name of the Corporation is FAMILY ASSISTANCE SERVICES, INC.
5. This Amended and Restated Articles of Incorporation was duly adopted in accordance with the Act, and restates, integrates, modifies and amends the Amended Articles of Incorporation currently in effect.
6. The Amended and restated Articles of Incorporation of FAMILY ASSISTANCE SERVICES, INC. as amended hereby, is restated in its entirety as follows on the next page.

FILED
01 FEB 26 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FAMILY ASSISTANCE SERVICES, INC.
(Formerly FAMILY ASSISTANCE.COM, INC.)
Charter No. 96000091209**

ARTICLE I

NAME

The name of the Corporation is FAMILY ASSISTANCE SERVICES, 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 limitation 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) That 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.

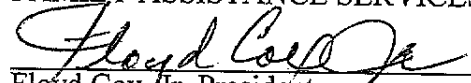
ARTICLE XII

NO DIRECTOR LIABILITY IN CERTAIN CASES

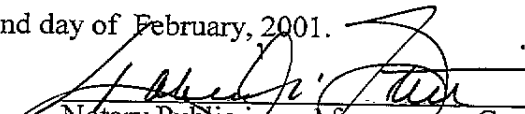
To the maximum extent permitted by law as in effect from time to time, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of any fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of 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 22nd day of February, 2001.

FAMILY ASSISTANCE SERVICES, INC.


Floyd Cox, Jr. President

Signed and sworn to before me this 22nd day of February, 2001.


Notary Public in and for _____ County, FL
My commission expires: _____



Tobie A. Stitt
Commission # CC 764128
Expires August 5, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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

The undersigned, being all the directors of Family Assistance Services, 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 of the Company 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 of the directors of the Company, hereby consent to the taking of the foregoing actions effective the 22nd day of February, 2001.


Floyd Cox, Jr., Director

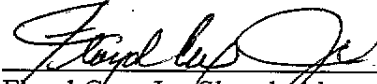
**CONSENT OF SHAREHOLDERS
OF
FAMILY ASSISTANCE SERVICES, INC.**

The undersigned, being the record and beneficial holders of all of the issued and outstanding Common Stock of Family Assistance Services, 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 the Company adopts, approves, ratifies and confirms the Amended and Restated Articles of Incorporation of the Company as set forth in the attachment hereto; 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 Resolution.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of the Company, hereby consent to the taking of the foregoing actions effective the 22nd day of February, 2001.



Floyd Cox, Jr., Shareholder