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P98000034528

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EXAMSOFT WORLDWIDE, INC.

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October 29, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EXAMSOFT WORLDWIDE, INC.
350 JIM MORAN BLVD
#120
DEERFIELD BEACH, FL 33442

SUBJECT: EXAMSOFT WORLDWIDE, INC.
REF: P98000034528

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H09000230235
Letter Number: 009A00034275

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EXAMSOFT WORLDWIDE, INC.**

October 28, 2009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of ExamSoft Worldwide, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

The original Articles of Incorporation of the Corporation were first duly approved and adopted by the Corporation in accordance with Section 607.1003 of the Florida Business Corporation Act and filed with the Secretary of State of the State of Florida as of April 15, 1998. An Amendment of Articles of Incorporation was duly approved and adopted by the Corporation in accordance with Section 607.1003 of the Florida Business Corporation Act and filed with the Secretary of State of the State of Florida as of December 28, 1998.

These Amended and Restated Articles of Incorporation were duly approved and adopted on October 28, 2009 by unanimous joint written consent of the Board of Directors and shareholders of the Corporation in accordance with Section 607.1003 of the Florida Business Corporation Act.

The text of the Articles of Incorporation of the Corporation, as amended, is hereby amended and restated in its entirety by the Amended and Restated Articles of Incorporation, which reads in its entirety as follows:

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

ExamSoft Worldwide, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

ExamSoft Worldwide, Inc.
350 Jim Moran Boulevard, Suite 120
Deerfield Beach, FL 33442

ARTICLE III - DURATION

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The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. Authorized Shares.

The Corporation shall have the authority to issue a total of Ten Million One Thousand (10,001,000) shares, consisting of (i) Ten Million (10,000,000) shares of common stock (the "Common Stock"), and (ii) One Thousand (1,000) shares of preferred stock (the "Preferred Stock").

B. Common Stock.

A total of Seven Million Five Hundred Thousand (7,500,000) shares of Common Stock have been designated Class A Common Stock (the "Class A Common Stock") and Two Million Five Hundred Thousand (2,500,000) shares of Common Stock have been designated Class B Common Stock (the "Class B Common Stock"). Except as otherwise provided in these Amended and Restated Articles of Incorporation, each share and class of Common Stock shall have the same rights as and be identical in all respects to all the other shares and classes of Common Stock. Except as otherwise required by law, the holders of the Common Stock shall be entitled to one vote per share on all matters upon which holders of shares of the Common Stock shall be entitled to vote. There shall be no cumulative voting of the Common Stock of the Corporation. The holders of the Common Stock are not entitled to preemptive rights with respect to any shares of any class of stock of the Corporation.

C. Preferred Stock.

1. General.

The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Amended and Restated Articles of Incorporation, to provide, by adopting a resolution or resolutions, for the issuance of undesignated Preferred Stock in one or more classes or series.

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each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in these Amended and Restated Articles of Incorporation.

2. Series A Preferred Stock.

(a) Designation.

A total of One Thousand (1,000) shares of the Preferred Stock shall be designated as "Series A Preferred Stock".

(b) Rank.

The Series A Preferred Stock shall rank with respect to the rights to receive dividends and other distributions on the capital stock of the Corporation senior to the Common Stock. The Series A Preferred Stock shall rank with respect to the rights to receive distributions upon liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary) senior to the Common Stock.

(c) Dividend and Distributions.

In the event the Corporation declares a dividend or distribution on the Common Stock, the Series A Preferred Stock shall participate in such dividend or distribution on an as converted basis as of the time the dividend or distribution is declared. Dividends shall be cumulative and shall accrue from the date of issuance whether or not earned or declared and whether or not there exists profits, surplus or other funds legally available for the payment of dividends. No cash dividends or distributions shall be declared or paid or set apart for payment on the Common Stock in any calendar year unless cash dividends or distributions on the Series A Preferred Stock for such calendar year are likewise declared and paid or set apart for payment. No declared and unpaid dividends shall bear or accrue interest.

(d) Voting Rights.

Except as otherwise provided herein or required by law, the holders of Series A Preferred Stock, on an as converted basis as of the time a vote is taken, and the holders of Common Stock shall vote together and not as separate classes. The holders of shares of the Series A Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. Holders of Series A Preferred Stock shall be entitled to notice of any stockholders meeting in accordance with the Bylaws of the Corporation.

(e) Liquidation Rights.

(i) Liquidation Preference. Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (collectively, a "Liquidation"), before any distribution or payment shall be made to any of the holders of Common Stock or any series of preferred stock, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Company, whether such assets are capital, surplus or earnings, an amount equal to Two Thousand Five Hundred Dollars (\$2,500) per share of Series A Preferred Stock

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(the "Liquidation Amount") plus all declared and unpaid dividends thereon, for each share of Series A Preferred Stock held by them.

(ii) Distribution. After the payment of the Liquidation Amount, together with declared and unpaid dividends thereon, in full to all holders of Series A Preferred Stock, or funds necessary for such payment shall have been set aside by the Corporation in trust for the account of holders of Series A Preferred Stock so as to be available for such payment, the remaining assets shall be distributed ratably to the holders of Common Stock and Series A Preferred Stock in proportion to the number of shares of Common Stock then held by each holder or issuable to each holder upon conversion of the Series A Preferred Stock then held by each holder to Common Stock.

(iii) Pro Rata Distribution. If, upon any Liquidation, the assets of the Company shall be insufficient to pay the Liquidation Amount, together with declared and unpaid dividends thereon, in full to all holders of Series A Preferred Stock, then the entire net assets of the Corporation shall be distributed among the holders of the Series A Preferred Stock, ratably in proportion to the full amounts to which they would otherwise be respectively entitled and such distributions may be made in cash or in property taken at its fair value (as determined in good faith by the Board of Directors of the Corporation), or both, at the election of the Board of Directors of the Corporation.

(iv) Merger, Consolidation or Reorganization. For purposes of this Section 2(e)(iv), a Liquidation shall be deemed to be occasioned by or to include the merger, consolidation or reorganization of the Corporation into or with another entity through one or a series of related transactions, or the sale, transfer or lease of all or substantially all of the assets of the Corporation.

(f) **Conversion Rights.**

(i) Conversion. Each share of the Series A Preferred Stock shall be convertible (the "Conversion Rights"), at the option of the holders of a majority of the shares of Series A Preferred Stock, at any time after the date of issuance, at the principal office of the Corporation, or any transfer agent for the Series A Preferred Stock, into one share of the Class A Common Stock (sometimes referred to collectively as the "Conversion Shares"). The shares of Common Stock received upon conversion shall be fully paid and non-assessable shares of Common Stock. All of the holders of the Series A Preferred Stock must exercise their Conversion Rights, in toto, at the option of at least fifty percent (50%) of the shares of the Series A Preferred Stock at the time outstanding.

(ii) Adjustments. The Conversion Rights of the Series A Preferred Stock as described in Section 2(f)(i) above shall be adjusted from time to time as follows: in the event of any reclassification of the Common Stock or recapitalization involving Common Stock (including a subdivision, or combination of shares or any other event described in Sections 2(f)(ii)(1) or (2)) the holders of the Series A Preferred Stock shall thereafter be entitled to receive, and provision shall be made therefore in any agreement relating to the reclassification or recapitalization, upon conversion of the Series A Preferred Stock, the kind and number of shares of Common Stock or other securities or property (including cash) to which such holders of Series A Preferred Stock would have been entitled if they had held the number of shares of Common

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Stock into which the Series A Preferred Stock was convertible immediately prior to such reclassification or recapitalization; and in any such case appropriate adjustment shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth herein shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares, other securities, or property thereafter receivable upon conversion of the Series A Preferred Stock. An adjustment made pursuant to this subparagraph (ii) shall become effective at the time at which such reclassification or recapitalization becomes effective.

(iii) Available Shares. The Company shall at all times reserve and keep available out of its authorized Common Stock the full number of shares of Common Stock of the Company issuable upon the conversion of all outstanding shares of Series A Preferred Stock. In the event that the Corporation does not have a sufficient number of shares of authorized but unissued Common Stock necessary to satisfy the full conversion of the shares of Series A Preferred Stock, then the Company shall call and hold a meeting of the shareholders within forty-five (45) days of such occurrence for the sole purpose of increasing the number of authorized shares of Common Stock. The Board of Directors of the Corporation shall recommend to shareholders a vote in favor of such proposal and shall vote all shares held by them, in proxy or otherwise, in favor of such proposal. This remedy is not intended to limit the remedies available to the holders of the Series A Preferred Stock, but is intended to be in addition to any other remedies, whether in contract, at law or in equity.

(g) Redemption.

Upon the occurrence of an Event of Redemption (as defined below), the holders of the Series A Preferred Stock may, at their option, either: (i) require the Corporation to redeem their shares of Series A Preferred Stock at the Redemption Price (as defined below), to the extent that funds of the Corporation are available to pay such Redemption Price; or (ii) exercise their Conversion Rights pursuant to Section 2(f) above. For purposes of this Section 2(g), the following shall be deemed an "Event of Redemption": (i) the sale of all or substantially all of the assets of the Corporation; (ii) any transaction or series of related transactions following which persons other than those persons who are holders of the capital stock of the Corporation immediately prior thereto shall own or control by other means fifty percent (50%) or more of the votes entitled to be cast by the holders of all of the shares of the capital stock of the Corporation immediately thereafter; and (iii) any declaration or payment of a dividend or distribution to the holders of the Common Stock. For purposes of this Section 2(g), the "Redemption Price" means the greater of (A) the price paid for each share of Series A Preferred Stock or (B) the fair market value of the Series A Preferred Stock determined in good faith by the Board of Directors based on the full enterprise value and not taking into account any discounts, including, but not limited to, discounts for lack of marketability or minority ownership position.

D. Shares Acquired by the Corporation.

The Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall, be determined by the Board of Directors, unless or until the Board of



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Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

E. No Preemptive Rights.

Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have at least one Director, with the exact number to be specified by the stockholders from time to time. The number of Directors may be increased or decreased from time to time in accordance Florida Business Corporation Act, but shall never be less than one (1).

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its officers and directors, or any former officers or directors of the Corporation, to the full extent permitted by applicable law. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except as provided by Section 607.0831 of the Florida Business Corporation Act. If the Florida Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as amended. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The name and the street address of the Corporation's Registered Agent is C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

ARTICLE IX - AMENDMENT TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.



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ARTICLE X – AMENDMENT TO BYLAWS

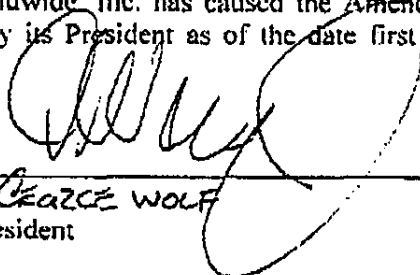
The Board of Directors shall have the power to amend or repeal the Bylaws in such manner as shall be prescribed by the Bylaws, and nothing herein shall serve to limit such power. The shareholders of the Corporation may adopt or amend a provision to the Bylaws which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.



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IN WITNESS WHEREOF, ExamSoft Worldwide, Inc. has caused the Amended and Restated Articles of Incorporation to be executed by its President as of the date first written above.


Name: GEORGE WOLF
Title: President

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

C T Corporation System

By: Kristen Betzger
Print Name: Kristen Betzger
Print Title: Vice President
Registered Agent

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