

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
1-800-342-8062 • Fax (850) 222-1222

**P980000044620**

*Advantage Assessment*  
*clx*

FILED  
00 MAR 17 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400003174904--3  
-03/20/00--01001--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

- \_\_\_ Art of Inc. File *Amend*
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- ☒ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search *ADR*
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

RECEIVED  
00 MAR 17 PM 3:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*\*00789, 02290, 00672*

Signature

Requested by: *LS*     *3/17/00*     *2:58*  
Name                      Date                      Time

Walk-In                      Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 20, 2000

Capital Connection, Inc.  
417 E. Virginia St.  
Suite 1  
Tallahassee, FL 32302

SUBJECT: ADVANTAGE ASSESSMENT, INC.  
Ref. Number: P98000044620

We have received your document for ADVANTAGE ASSESSMENT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 600A00015138

Corrected  
Thank you!!

RECEIVED  
00 MAR 21 AM 10:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ADVANTAGE ASSESSMENT, INC.

FILED  
00 MAR 17 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article IV of the articles of incorporation of **ADVANTAGE ASSESSMENT, INC.** was amended by the corporation's board of directors on January 31, 2000. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is **ADVANTAGE ASSESSMENT, INC.**
2. Article IV of the articles of incorporation of **ADVANTAGE ASSESSMENT, INC.** was amended as follows:

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a nominal par value of \$1.00 per share.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.


Except as required by law, each holder of common stock shall have one vote for each share of stock held by him of record on the books of the Corporation on all matters to be voted upon by the Stockholders. Notwithstanding the foregoing, this Corporation shall have the right to increase its capital stock, either with or without nominal or par value, and to provide the designations, preferences, voting powers,

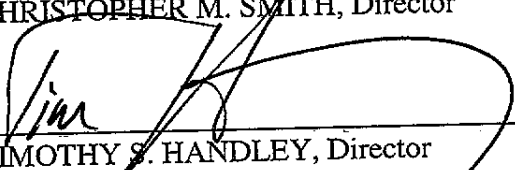
restrictions or qualifications of voting powers of such additional stock in an amendment to these Articles of Incorporation.

Shares held by Stockholders of this Corporation may not be resold or otherwise transferred to other persons unless shares are first offered to the remaining Stockholders or to the Corporation. The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all the Stockholders and this Corporation.

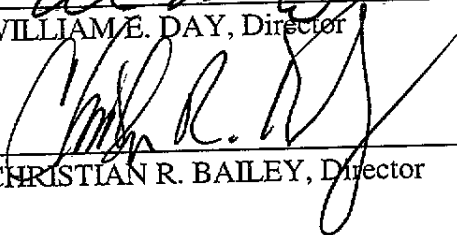
3. Shareholder action is not required for amending the articles of incorporation.

IN WITNESS WHEREOF, the undersigned Directors, constituting all of the directors of this corporation, have executed these articles of amendment on January 31, 2000.

  
CHRISTOPHER M. SMITH, Director

  
TIMOTHY S. HANDLEY, Director

  
WILLIAM E. DAY, Director

  
CHRISTIAN R. BAILEY, Director

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31 day of January, 2000, by CHRISTOPHER M. SMITH, as Director of ADVANTAGE ASSESSMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me.



Mary D Weaver  
My Commission CC610708  
Expires May 28, 2000

  
NOTARY PUBLIC

Typed Name: MARY D. WEAVER  
Commission Expires: 5/28/2000

Commission No.: CC 610708

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31 day of January, 2000 by TIMOTHY S. HANDLEY, as Director of ADVANTAGE ASSESSMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me.



Mary D Weaver  
My Commission CC610708  
Expires May 28, 2000

Mary D Weaver  
NOTARY PUBLIC  
Typed Name: MARY WEAVER  
Commission Expires: MAY 28, 2000  
Commission No.: CC 610708

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31 day of January, 2000 by WILLIAM E. DAY, as Director of ADVANTAGE ASSESSMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me.



Mary D Weaver  
My Commission CC610708  
Expires May 28, 2000

Mary D Weaver  
NOTARY PUBLIC  
Typed Name: MARY WEAVER  
Commission Expires: MAY 28, 2000  
Commission No.: CC 610708

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31 day of January, 2000 by CHRISTIAN R. BAILEY, as Director of ADVANTAGE ASSESSMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me.



Mary D Weaver  
My Commission CC610708  
Expires May 28, 2000

Mary D Weaver  
NOTARY PUBLIC  
Typed Name: MARY WEAVER  
Commission Expires: MAY 28, 2000  
Commission No.: CC 610708