

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P 98000044620

Advantage Assessment, Inc.

FILED

00 AUG 21 PM 12:07

TALLAHASSEE, FLORIDA

500003365175--8

-08/21/00--01008--016

*****43.75 *****43.75

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☒ Art. of Amend. File Cert.
- ☐ 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
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Amend
8-22-00
MAS

X00789, 02673, 00547, 00672

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

00 AUG 21 AM 10:18

RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 21, 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):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(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.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If the amendment was adopted by the shareholders it will need to be signed by an officer, but if the amendment was adopted by the directors it will need to be signed by a director.

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

Annette Ramsey
Corporate Specialist

Letter Number: 300A00044700

Corrected

RECEIVED

00 AUG 22 AM 10:21

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

FILED

00 AUG 21 PM 12:07

CLERK 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 the 9th day of August, 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 100,000,000 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,

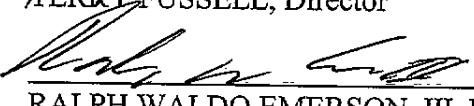
restrictions or qualifications of voting powers of such additional stock in an amendment to these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Directors, constituting all of the directors of this corporation, have executed these articles of amendment on the 10th day of August, 2000, there being no shareholder approval required for this amendment.


CHRISTOPHER M. SMITH, Director


CHRISTIAN R. BAILEY, Director


TERRY FUSSELL, Director


RALPH WALDO EMERSON, III, Director

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14 day of August, 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, or who produced FL LICENSE as identification.

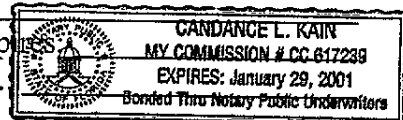


NOTARY PUBLIC

Typed Name:

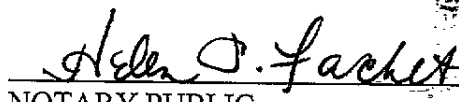
Commission Expires

Commission No.



STATE OF ALABAMA
COUNTY OF MADISON

The foregoing instrument was acknowledged before me this 11th day of August, 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 or who produced AL LICENSE as identification.



NOTARY PUBLIC

Typed Name: Helen P. Pachet

My Commission Expires 8-15-2001

Commission Expires: _____
Commission No.: _____

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14 day of August, 2000 by TERRY FUSSELL, as Director of ADVANTAGE ASSESSMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who produced FL LICENSE as identification.

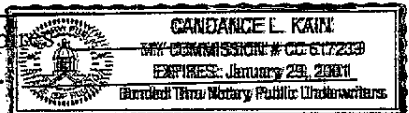
Candance L. Kain

NOTARY PUBLIC

Typed Name: _____

Commission Expires: _____

Commission No.: _____



STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14 day of August, 2000 by RALPH WALDO EMERSON, III, as Director of ADVANTAGE ASSESSMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who produced FL LICENSE as identification.

Candance L. Kain

NOTARY PUBLIC

Typed Name: _____

Commission Expires: _____

Commission No.: _____

