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WRITER'S E-MAIL ADDRESS:

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March 22, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Advantage Assessment, Inc.

600003911706--8
-03/27/01--01043--002
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the proposed Amendment to Articles of Incorporation for the above-referenced corporation. Would you please file the original and provide us with one certified copy of the Amendment? We are enclosing a check payable to your order in the amount of \$43.75 in payment of the filing fee and certified copy.

Thank you for your assistance in this matter and if you have any questions please do not hesitate to contact us.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.

Judy Pinette

Judy Pinette, CLA to
J. Lofton Westmoreland

/jap
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 27 PM 1:02

Amend.

V. SHEPARD APR 5 2001

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 27 PM 1:03

The undersigned hereby approves the following Amendment to the Articles of Incorporation for Advantage Assessment, Inc.:

Article IV of the Articles of Incorporation of Advantage Assessment, Inc. is hereby amended to read 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 share of common stock having no par value.

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 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.

Shareholder action is not required for amending the Articles of Incorporation.

This Amendment was adopted on March 22, 2001, by the Board of Directors.

In Witness Whereof, the undersigned Directors, constituting all of the directors of this corporation, have executed these Articles of Amendment on the 22nd day of March, 2001.

Cly
CHRISTOPHER M. SMITH, Director

Christian R. Bailey
CHRISTIAN R. BAILEY, Director

Ralph Emerson
RALPH EMERSON, Director

Terry Fussell
TERRY FUSSELL, Director

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22ND day of MARCH, 2001, by Christopher M. Smith as Director of Advantage Assessment, Inc., who is personally known to me or who has produced personally known as identification and who did not take an oath.

My Commission Expires:

Judith A. Pinette

NOTARY PUBLIC



Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF ALABAMA
COUNTY OF MADISON

The foregoing instrument was acknowledged before me this 22nd day of MARCH, 2001, by Christian R. Bailey as Director of Advantage Assessment, Inc., who is personally known to me or who has produced ALABAMA LICENSE as identification and who did not take an oath.

My Commission Expires:

Helen P. Facht

My Commission Expires 8-15-2001

NOTARY PUBLIC

STATE OF ALABAMA

MADISON COUNTY

STATE OF FLORIDA
COUNTY OF ESCAMBLA

The foregoing instrument was acknowledged before me this 26 day of March, 2001, by Ralph Emerson as Director of Advantage Assessment, Inc., who is personally known to me or who has produced FL DRIVERS LIC. as identification and who did not take an oath.

My Commission Expires:

Judith A. Pinette

NOTARY PUBLIC



Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 26 day of March, 2001, by Terry Fussell as Director of Advantage Assessment, Inc., who is personally known to me or who has produced FL DRIVERS LIC. as identification and who did not take an oath.

My Commission Expires:

Judith A. Pinette

NOTARY PUBLIC



Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
DIRECTORS OF ADVANTAGE ASSESSMENT, INC.**

We, the undersigned, being all of the Directors of Advantage Assessment, Inc., do hereby certify our unanimous written consent to the following Amendment to the Articles of Incorporation of Advantage Assessment, Inc. This action shall be filed with the records of this corporation, and shall have the same force and effect as, and shall be in lieu of, taking such action by formal or organization meeting.

Article IV of the Articles of Incorporation of Advantage Assessment, Inc. shall be amended to read 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 share of common stock having no par value.

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 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.

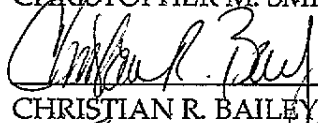
Shares held by Stockholders of this Corporation may not be resold or otherwise transferred to other persons unless shares are first offered to the remaining Stockholders or to the Corporation. The price and terms at which and the time within

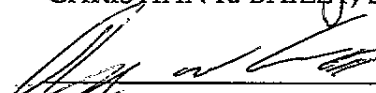
which such shares may be offered and sold shall be further specified by written agreement among all the Stockholders and this Corporation.

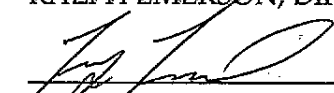
This consent may be executed in multiple counterparts, which shall be taken together and deemed to constitute one and the same instrument.

Dated: March 22, 2001.


CHRISTOPHER M. SMITH, Director

 3-22-01
CHRISTIAN R. BAILEY, Director


RALPH EMERSON, Director


TERRY FUSSELL, Director