



UCC FILING & SEARCH SERVICES, INC.
506 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

800800056129
HOLD
FOR PICKUP BY
UCC SERVICES
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821867/4375-U

November 15, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Children of America, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Certificate of Fictitious Name
☐

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
X	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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

NEED TODAY

RECEIVED
RECORDS & CLERK
DIVISION
NOV 15 PM 1:27
TALLAHASSEE
STATE
OFFICE OF FILING

*00789, 00563, 02388, 00672 11/21/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 16, 2000

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

SUBJECT: CHILDREN OF AMERICA, INC.
Ref. Number: P98000056129

We have received your document for CHILDREN OF AMERICA, 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 date of adoption of each amendment must be included in the document.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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

Annette Ramsey
Corporate Specialist

Letter Number: 700A00059013

Certificate of Amendment of the Certificate of Incorporation
of
Children of America, Inc.
Under Section 607.1001, As Amended, of the Florida Business Corporation Act

Pursuant to the unanimous written consent of the shareholders of Children of America, Inc., (the "Corporation"), a Florida Corporation, dated as of the 1st day of June, 2000, it is hereby certified that:

FIRST: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 23, 1998.

SECOND: The name under which the corporation was formed is Children of America, Inc.

THIRD: The Articles of the Certificate of Incorporation of the Corporation affected by this Certificate of Amendment is Article THIRD.

FOURTH: To accomplish the foregoing, Article THIRD of the Certificate of Incorporation is hereby amended to read as follows:

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is twenty-two million (22,000,000) shares of which twenty million (20,000,000) shares shall be Common Stock, par value of \$.001 per share, and two million (2,000,000) shares shall be Preferred Stock, par value of \$.01 per share.

No holder of shares of the Corporation of any class whether now or hereafter authorized shall have any preemptive right to subscribe for, purchase or receive any shares of the Corporation of any class, whether now or hereafter authorized, or any options or warrants to purchase any such shares, or any securities convertible into or exchanged for any such shares, which may at any time be issued, sold or offered for sale by the Corporation.

No holder of shares of the Corporation of any class whether now or hereafter authorized shall have the right to vote such shares cumulatively in any election for Board of Directors.

The following is the designation, rights and preferences of the Company's 2,000,000 authorized preferred shares.

1. Dividends. The holders of the Preferred Stock shall not be entitled to receive dividends.
2. Rights on Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of shares of the Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of any other class of the capital stock of the Corporation, \$.01 per share of the

Preferred Stock. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of the Preferred Stock the full amounts to which they respectively shall be entitled, the holders of shares of the Preferred Stock shall share ratably in any distribution of assets in proportion to their respective ownership of Preferred Stock. In the event of any liquidation, dissolution or winding up of the Corporation, after payment shall have been made to the holders of shares of the Preferred Stock of the full amount to which they shall be entitled as aforesaid, the holders of shares of all other classes of the capital stock of the Corporation, to the exclusion of the holders of shares of the Preferred Stock, shall be entitled to share, according to their respective rights and preferences, in all remaining assets of the Corporation available for distribution to its stockholders.

3. Voting. Except as otherwise required by law, the holders of the Preferred Stock shall not have right to vote on matters submitted to the stockholders of the Corporation.

4. Redemption. The Corporation shall not have any right to redeem any of the shares of Preferred Stock.

5. Conversion. The holders of the Preferred Stock shall have the following rights with respect to the conversion of the Preferred Stock into shares of Common Stock:

(a) Subject to and in compliance with the provisions of this Article "THIRD," any or all shares of Preferred Stock outstanding may, at the option of the holders thereof, be converted into fully paid, validly issued, and non-assessable shares of Common Stock of the Corporation on the basis of one (1) share of Preferred Stock for two (2) shares of Common Stock.

(b) Upon receiving a notice of conversion of shares of Preferred Stock, and the original certificate representing such shares of Preferred Stock or such other evidence of the original certificate as provided in Paragraph "(c)" of this Article "THIRD," the Corporation will deliver, or instruct its transfer agent to deliver, the certificates representing shares of Common Stock issuable upon conversion of any share of Preferred Stock (together with the certificates representing the Preferred Stock not so converted) to the holder thereof via express courier, by electronic transfer, or otherwise, within thirty (30) days after receipt of a duly executed notice of conversion and the Preferred Stock certificate(s). Upon the delivery of the shares of Common Stock upon conversion of the shares of Preferred Stock, the Corporation shall cancel the Shares of Preferred Stock so converted. The Preferred Stock so converted shall be entitled to all of the rights and privileges of a holder of Common Stock upon delivery of the original certificate representing such shares of Preferred Stock and the notice of conversion.

(c) Upon receipt by the Corporation of evidence of the loss, theft, destruction, or mutilation of any Preferred Stock certificate(s), and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Corporation, and upon the cancellation of the Preferred Stock certificate(s), if mutilated, the Corporation shall execute and deliver new certificates for Preferred Stock of like tenure and date. However, the Corporation shall not be obligated to

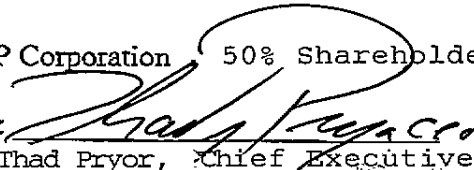
reissue such lost or stolen certificates for shares of Preferred Stock if the shares are being converted into Common Stock.

(d) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

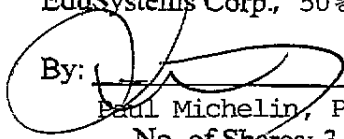
FIFTH: The foregoing amendment of the Certificate of Incorporation of the Corporation was authorized by the written consent of the holders of a majority of the outstanding shares of the Common Stock of the Corporation pursuant to Section 607.0704 of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, this Certificate has been subscribed as of the 1st day of September, 2000 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

TJP Corporation, 50% Shareholder

By: 
Thad Pryor, Chief Executive Officer
No. of Shares: 3,500

EduSystems Corp., 50% Shareholder

By: 
Paul Michelin, President
No. of Shares: 3,500