

Division of Corporations

Page 1 of 1

P98000079720

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000022866 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850) 922-4000

## From:

Account Name : EDWARDS & ANGELL  
Account Number : 075410001517  
Phone : (561) 833-7700  
Fax Number : (561) 655-8719

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR -2 PM 3:13

FILED

01 MAR -5 AM 9:38

RECEIVED

## BASIC AMENDMENT

EDVERIFY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

AMEND  
KRB  
3-5  
④

MAR-05-01 MON 02:16 PM

(850)487-6013

03/05/01 15:07 F1 Dept of State

FAX NO.

p1 /1

P. 02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 5, 2001

EDVERIFY, INC.  
880 JUPITER PARK DR  
SUITE 3  
JUPITER, FL 33458

SUBJECT: EDVERIFY, INC.  
REF: P98000079720

*per phone call  
requester to 3/2*

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/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H01000022866  
Letter Number: 301A00013341

H01000022866 7

HRF022001  
95245v2

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF RESTATEMENT  
OF  
EDVERIFY, INC.**

**FILED**  
01 MAR -2 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EdVerify, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act of the State of Florida (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That pursuant to a Unanimous Written Consent of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Articles of Restatement of the Corporation, as previously amended on March 9, 1999, March 3, 2000, May 24, 2000 and restated on July 14, 2000, declaring said amendment to be advisable and to present said amendment to the shareholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the amendment of the Second Amended and Restated Articles of Incorporation of the Corporation, as previously amended pursuant to Articles of Amendment filed on March 9, 1999, March 3, 2000, May 24, 2000 and restated pursuant to Articles of Restatement filed on July 14, 2000, be amended by deleting Article 5.3 Designation of Series in its entirety and replacing said Article 5.3 with the following new Article 5.3:

"5.3 Designation of Series. One Million Two Hundred Fifty Two Thousand Six Hundred Twenty Two (1,252,622) Preferred Shares shall constitute a series of Preferred Stock designated as Series A Convertible Preferred Stock ("Series A Preferred Stock"), the powers, preferences and relative and other special rights and qualifications, limitations and restrictions of which are fixed and determined herein. Seven Hundred Fifty Two Thousand Nine Hundred Twenty (752,920) Preferred Shares shall constitute a series of Preferred Stock designated as Series B Convertible Preferred Stock ("Series B Preferred Stock"), the powers, preferences and relative and other special rights and qualifications, limitations and restrictions of which are fixed and determined herein. One Million Five Hundred Six Thousand Four Hundred Seven (1,506,407) Preferred Shares shall constitute a series of Preferred Stock designated as Series C Convertible Preferred Stock ("Series C Preferred Stock"), the powers, preferences and relative and other special rights and qualifications, limitations and restrictions of which are fixed and determined herein. Four Hundred Eighty Eight Thousand Fifty One (488,051) Preferred Shares shall constitute Undesignated Preferred Shares."

H01000022866 7

(SG11 746-8023

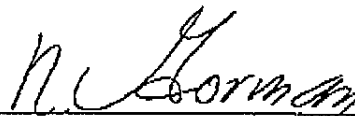
P. 3

H01000022866 7

SECOND: The foregoing amendment of the Articles of Amendment of Articles of Restatement was adopted as of the 28th day of February, 2001, by written consent of all of the members of the Board of Directors and approved by written consent of a majority of the holders of each voting group of outstanding stock of the Corporation as of the 28th day of February, 2001, and the number of votes cast was sufficient for approval.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, has signed and acknowledged these Articles of Amendment of Articles of Restatement this 28th day of February, 2001.



Robert Gorman, Secretary

H01000022866 7