

P99000004429

1612 + DOCUMENT D.A.

Requestor's Name

1501 PARK AVE E.

Address

TALLA, FL 32301 878-2411

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) *Amended &*
4. _____ (Corporation Name) _____ (Document #) *Restated.*

FILED
JUL 26 - 99
PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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*****87.50 *****43.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*01070,00579
00547, 00672

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Examiner's Initials

DR

IGLER & DOUGHERTY, P.A.

Attorneys at Law
1501 PARK AVENUE EAST
TALLAHASSEE, FLORIDA 32301

Winter Park Office

Federal Trust Bank Building
1211 Orange Avenue
Winter Park, Florida 32789
(407) 647-0822 - Telephone
(407) 647-8089 - Facsimile

(850) 878-2411 TELEPHONE
(850) 878-1230 FACSIMILE

REPLY TO: TALLAHASSEE OFFICE

Tampa Office

Park Tower - Suite 2625
400 North Tampa Street
Tampa, Florida 33602
(813) 307-0510 - Telephone
(813) 307-0415 - Facsimile

August 3, 1999

Ms. Annette Ramsey
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ContinuingEducation.com, Inc.
Reference Number: P99000004429

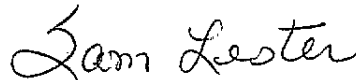
Dear Ms. Ramsey:

Thank you for your correspondence regarding the above referenced corporation. Pursuant to your instructions, enclosed are 1) the Division of Corporation's form for filing Articles of Amendment, which contains a statement regarding shareholder approval and 2) a certificate accompanying the Restated Articles of Incorporation which also contains a statement regarding shareholder approval. Both documents have been signed by the corporation's president.

If I can provide further information or documentation, please give me a call at 878-2411.

Sincerely,

IGLER & DOUGHERTY, P.A.



Sam Lester, Esq.

SAM/cld
Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 1999

Igler & Dougerty P.A.
1501 Park Ave. E.
Tallahassee, FL 32301

SUBJECT: CONTINUING EDUCATION.COM, INC.
Ref. Number: P99000004429

We have received your document for CONTINUING EDUCATION.COM, INC.. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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

Annette Ramsey
Corporate Specialist

Letter Number: 199A00038029

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ContinuingEducation.com, Inc.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is **ContinuingEducation.com, Inc.** ("Corporation"). The principal place of business of the Corporation shall be P.O. Box 15492, Tallahassee, Florida 32317. The name of the registered agent is Iglar & Dougherty, P.A., 1501 Park Avenue East, Tallahassee, Florida 32301.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact any and all activities and businesses permitted under the laws of the United States and of the State of Florida or any other state, county, territory or nation. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

Section 1 - Classes of Stock: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 12,000,000, consisting of:

- A. 2,000,000 shares of preferred stock, par value ten dollars (\$10.00) per share (“Preferred Stock”); and
- B. 10,000,000 shares of common stock, par value one cent (\$0.01) per share (“Common Stock”).

Section 2 - Common Stock: There shall be one class of Common Stock. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of Common Stock is entitled to one vote per share. No holder of any class of stock of the Corporation has preemptive rights with respect to the issuance of shares of that or any other class of stock and the Common Stock is not entitled to cumulative voting rights with respect to the election of directors.

Section 3 - Preferred Stock: The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a “Preferred Stock Designation”), to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

ARTICLE IV. TERM OF EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE V. NUMBER OF DIRECTORS

The initial directors shall be named by the Incorporator at the Corporation's organizational meeting. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one nor more than six.

ARTICLE VI. TELEPHONE CONFERENCE

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is Sam Lester, Iglar & Dougherty, P.A, 1501 Park Avenue, Tallahassee, Florida 32301.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders and approved either at the stockholders' meeting by the affirmative vote of the


holders of a majority of the shares entitled to vote thereon or by written consent of all stockholders.

ARTICLE IX. BYLAWS

The initial Bylaws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the Bylaws of the Corporation may be amended, modified or repealed as provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of July, 1999.

Signature of Incorporator:



Sam Lester, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

ContinuingEducation.com, Inc.

2. The name and address of the registered agent and office is:

Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent.

IGLER & DOUGHERTY, P.A.

By: Sam Lester
Sam Lester

Date July 26, 1999

LIST OF INITIAL DIRECTORS AND OFFICERS

ContinuingEducation.com, Inc.

P.O. Box 15492
Tallahassee, Florida 32317

Directors:

Steve Shafer, Director

Jennifer Shafer, Director

Officers:

Steve Shafer, President

Jennifer Shafer, Vice President and Corporate Secretary

Resident Agent:

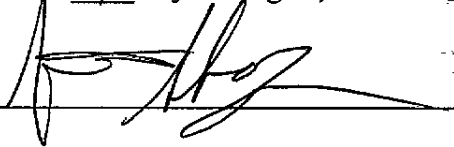
Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, FL 32301

RESTATED ARTICLES OF INCORPORATION
OF
ContinuingEducation.com, Inc.

The Restated Articles of Incorporation were adopted on June 1, 1999. The Amendment to the Articles of Incorporation was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 4th day of August, 1999.

Signature

A handwritten signature in black ink, appearing to read 'S. K. Shafer', is written over a horizontal line.

Steven K. Shafer

President