

P99000004429

16UER + DOUGHERTY P.A.

Requestor's Name

1501 E. PARK AVE

Address

TAL. FL. 32301 878-2411

City/State/Zip

Phone #

800002963678--6

-08/19/99-01001-013

*****35.00 *****35.00

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

Amend

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99 AUG 18 PM 4:11
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

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

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AJR
8/18/99

ARTICLES OF AMENDMENT

CERTIFICATE OF THE DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF

SERIES A PREFERRED STOCK
\$10.00 Par Value
Nonvoting Cumulative and Convertible Preferred Stock
of
CONTINUINGEDUCATION.COM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602 of the
Florida Business Corporation Act

The undersigned, Steven K. Shafer and Jennifer Shafer, the President and Vice President/Corporate Secretary, respectively, of ContinuingEducation.com, a Florida Corporation ("Company").

DO HEREBY CERTIFY:

That, pursuant to the authority expressly conferred upon the Board of Directors of the Company by Article III of the Amended and Restated Articles of Incorporation of the Company, and in accordance with the provisions of Section 607.0602 Act, *ContinuingEducation.com*, the Board of Directors, at a special meeting held on June 15, 1999, adopted the following resolution which designated a series of Preferred Stock to be known as Series A Preferred Stock which established the relative rights and preferences thereof:

RESOLVED, that pursuant to the authority expressly granted to the Board of Directors by Article III of the Company's Amended and Restated Articles of Incorporation, the Board of Directors hereby establishes a series of the Company's Preferred Stock, \$10.00 par value per share, and hereby fixes the designation, the number of shares and the relative rights, preferences and limitations thereof as follows:

1. **Designation.** The designation of the series of Preferred Stock created by this resolution shall be Series A Preferred Stock, \$10.00 par value (hereinafter referred to as "Series A Preferred Stock"), and the number of shares constituting such series shall be 50,000 shares. The Series A Preferred Stock shall rank prior to the Common Stock of the Company \$0.01 par value ("Common Stock") with respect to the payment of dividends and the distribution of assets.

2. **Dividend Rights.** The holders of Shares of Series A Preferred Stock shall be entitled to receive dividends or other distributions when and as declared by the Board of Directors, out of funds legally available therefor.

3. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Company available for distribution to shareholders an amount equal to \$10.00 per share prior to any distribution to holders of Common Stock of the Company.

4. **Redemption.** The Company may redeem shares of Series A Preferred Stock at any time after issuance, and converting the shares into shares of ContinuingEducation.com Common Stock at a conversion rate of one share of Preferred Stock to one share of Common Stock. Notice of any

redemption shall be given in person or by first class mail, postage prepaid, mailed not less than 10 days nor more than 30 days prior to the date fixed for redemption to the holders of record of the shares to be redeemed. After the date of redemption and notwithstanding the fact that any certificated for shares called for redemption shall not have been surrendered for cancellation, on and after such date the shares represented thereby called for redemption shall be deemed to be no longer outstanding, and all rights of the holders of such shares, as Series A Preferred Stock shareholders of the Company, shall cease except for the right to receive the redemption value of the shares.

5. **No Voting Rights.** Except as otherwise required by law, the holders of Series A Preferred Stock shall not be entitled to vote.

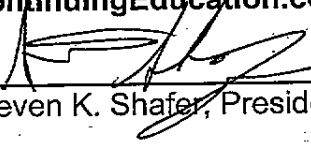
6. **Reacquired Shares.** Shares of Series A Preferred Stock converted, redeemed, or otherwise purchased or acquired by the Company shall be restored to the status of authorized and unissued shares of Preferred Stock without designation as to series.

7. **No Sinking Fund.** Shares of Series A Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, CONTINUINGEDUCATION.COM has caused this Certificate to be signed by Steven K. Shafer, its President, and Jennifer Shafer, its Vice President/Corporate Secretary and its, and its Corporate Seal to be hereunto affixed this 15 day of June, 1999.

ContinuingEducation.com

By:


Steven K. Shafer, President

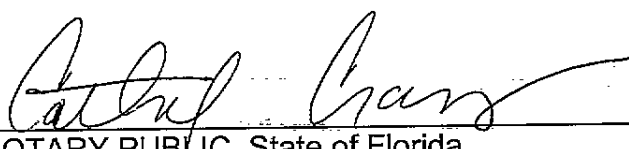
By:


Jennifer Shafer, Vice President and Corporate Secretary

State of Florida)

County of Leon)

The foregoing instrument was acknowledged before the undersigned this 15 day of June, 1999, by Steven K. Shafer and Jennifer, as the President and Vice President/Corporate Secretary respectively of ContinuingEducation.com, a Florida Corporation, both of whom are personally known to me.


NOTARY PUBLIC, State of Florida

My Commission Expires: _____



Cathy Cross
MY COMMISSION # CC636295 EXPIRES
May 7, 2001
BONDED THRU TROY FAIR INSURANCE, INC.