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IGlen D. S.

Requester's Name

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Address

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Phone #

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00 AUG -3 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Continuing Education, Inc. Amend
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

RECEIVED
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DIVISION OF CORPORATION

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

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44/100

ARTICLES OF AMENDMENT

CERTIFICATE OF THE DESIGNATION, PREFERENCES, RIGHTS AND LIMITATIONS OF

SERIES B PREFERRED STOCK

\$8.00 Par Value

Nonvoting Cumulative and Nonconvertible Preferred Stock
of

ContinuingEducation.com, Inc.

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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 regular meeting held on June 1, 2000, adopted the following resolution which designated a series of preferred stock to be known as Series B 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, \$8.00 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 B Preferred Stock, \$8.00 par value (hereinafter referred to as "Series B Preferred Stock"), and the number of shares constituting such series shall be 300,000 shares. The Series B Preferred Stock shall rank prior to the common stock of the Company \$0.01 par value ("Common Stock"), but not prior to Series A Preferred with respect to the payment of dividends and the distribution of assets.

2. **Dividend Rights.** The holders of Shares of Series B 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. The Class B Preferred Stock has a dividend preference over the Company's Common Stock, but not over the Class A Preferred Stock.

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 B Preferred Stock shall be entitled to receive out of the assets of the Company available for distribution to shareholders an amount equal to \$8.00 per share prior to any distribution to holders of Common Stock of the Company.

However, the Class B Preferred Stock does not have a liquidation preference over the Company's Class A Preferred Stock.

4. **Redemption.** The Company may redeem shares of Series B Preferred Stock at any time after issuance.

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

6. **Reacquired Shares.** Shares of Series B Preferred Stock, 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 B Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, CONTINUINGEDUCATION.COM, INC. has caused this Certificate to be signed by Steve Shafer, its President, and Jennifer Shafer, its Vice President/Corporate Secretary, and its Corporate Seal to be hereunto affixed this 3rd day of August, 2000.

ContinuingEducation.com

By:

Steven K. Shafer, President

By:

Jennifer Shafer, Vice President and Corporate Secretary

State of Florida)
) ss.
County of Leon)

The foregoing instrument was acknowledged before the undersigned this 3rd day of August, 2000, by Steven K. Shafer and Jennifer Shafer, as the President and Vice President/Corporate Secretary, respectively of ContinuingEducation.com, a Florida Corporation, both of whom are personally known to me.

[NOTARIAL SEAL]

Myrtice Smith Lester
MY COMMISSION # CC721069 EXPIRES
April 27, 2002
NOTARY PUBLIC, State of Florida
BONDED THROUGH TROY FARM INSURANCE, INC.

My Commission Expires: April 27, 2002