

**BRASHEAR & ASSOCIATES, P.L.**  
*C o u n s e l o r s   A t   L a w*

**P99000016416**

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BRUCE BRASHEAR  
AMY SINELLI

April 17, 2000

Secretary of State  
Division of Corporations  
Amendment Department  
P. O. Box 6327  
Tallahassee, FL 32301

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-04/18/00--01036--007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: CPA Choice, Inc.

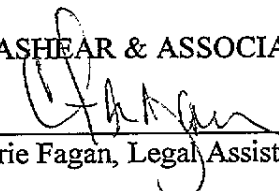
Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$43.75 representing \$35.00 for filing fees and \$8.75 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOCIATES, P.L.

  
Carrie Fagan, Legal Assistant

*Amend  
4-26-00  
BMS*

Enclosures

**FILED**  
00 APR 18 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CPA CHOICE, INC.

**FILED**  
00 APR 18 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Department of State  
Tallahassee, Florida 32304

No shares having been issued, the following amendment to the Articles of Incorporation of CPA Choice, Inc. is hereby made by its Incorporator in the manner prescribed by the Florida General Corporation Act.

1. Article V is hereby amended as follows:

Article V

*Common Stock:*

This Corporation is authorized to issue 10,000,000 shares of \$.00001 par value common stock. Each holder of Common Stock shall be entitled to one (1) vote for each share of such stock standing in his name on the books of the Corporation.

After the payment or declaration and setting aside for payment of the full cumulative dividends for all prior and then current dividend periods on all outstanding shares of Preferred Stock and after setting aside all stock purchase funds or sinking funds heretofore required to be set aside with respect to the Preferred Stock, dividends on the Common Stock may be declared and paid, but only when and as determined by the Board of Directors.

On any dissolution, liquidation or winding up of the Corporation, after there shall have been paid to or set aside for the holders of all outstanding shares of Preferred Stock the full preferential amount to which they are respectively entitled to receive, pro rata in accordance with the number of shares of each class outstanding, all the remaining assets of the Corporation will be available for distribution to its shareholders.

*Preferred Stock:*

The Corporation is authorized to issue 1,000,000 shares of \$.00001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares maybe called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;

(e) the terms and conditions, if any, on which the shares may be converted;

(f) voting rights; and

(g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

2. Article IX, Pre-emptive Rights, is hereby deleted in its entirety.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Amendment on April 17, 2000.

CPA CHOICE, INC.

By: Douglas H. Thompson, Jr.

**DOUGLAS H. THOMPSON, JR.,**  
Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Douglas H. Thompson, Jr., to me known to be the person described in and who executed the foregoing Articles of Amendment and acknowledged before me that he executed the same.

April WITNESS my hand and official seal in the County and State last aforesaid this 17 day of \_\_\_\_\_, A.D. 2000.



Carrie P. Fagan  
MY COMMISSION # CC807298 EXPIRES  
January 8, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]  
Notary Public, State at Large  
My Commission Expires: