



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF AMENDMENT TO FLETCHER'S LEARNING SYSTEMS, INC., FORMERLY KNOWN AS FLETCHER'S LIFE MANAGEMENT SYSTEMS, INC.

Dated: SEPTEMBER 15, 1992

SECRETARY OF STATE

MAIL TO:
Colorado Secretary of State
Corporations Office
1560 Broadway, Suite 2100
Denver, Colorado 80202
(303) 894-2251

This document must be typewritten

FILED

SEP 15 1992

CHANGE OF NAME

1992 SEP 15 10:00

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

STATE OF COLORADO
DEPARTMENT OF STATE

Pursuant to the provisions of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The name of the corporation is (note 1) FLETCHER'S LIFE MANAGEMENT SYSTEM, INC.

SECOND: The following amendment to the Articles of Incorporation was adopted on SEPTEMBER 15 1992, as prescribed by the Colorado Corporation Code, in the manner marked with an X below:

Such amendment was adopted by the board of directors where no shares have been issued.

Such amendment was adopted by a vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

"ARTICLE I
NAME"

"THE NAME OF THE CORPORATION IS FLETCHER'S LEARNING SYSTEMS, INC."
DATED THIS 15th DAY OF SEPTEMBER 1992

THIRD: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

FOURTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

FLETCHER'S LIFE MANAGEMENT SYSTEM, INC. (Note 1)

By Arthur A. Fletcher
in ARTHUR A. FLETCHER (President)

and Paul L. Fletcher
in PAUL L. FLETCHER (Secretary) (Note 2)

Arthur A. Fletcher
in ARTHUR A. FLETCHER (Director) (Note 3)

- NOTES: 1. Exact corporate name of corporation adopting the Articles of Amendments. (If this is a change of name amendment the name before this amendment is filed)
2. Signatures and titles of officers signing for the corporation.
3. Where no shares have been issued, signature of a director.

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ARTICLES OF INCORPORATION
OF
FLETCHER'S LIFE MANAGEMENT SYSTEM, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned natural person, of the age of eighteen years or more, desires to form a corporation for the objects and purposes herein set forth, under and by virtue of the laws of the State of Colorado. And, in accordance with the provisions and requirements of Colorado law, the undersigned does hereby make, execute, acknowledge, adopt, and deliver to the Secretary of State of the State of Colorado the following Articles of Incorporation, in writing, stating:

ARTICLE I

Name

The name of the Corporation is: Fletcher's Life Management System, Inc.

ARTICLE II

Duration

The period of duration of the Corporation is perpetual.

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Article III

Purposes

The objects and purposes for which this Corporation is organized are to conduct, and to engage, generally, in the business of the developmental, production, and education of the public in life skills management system through operating agreements, joint-venture arrangements, partnerships, including direct participation programs, and other arrangements suitable and consistent with the education and development of families within the United States. Notwithstanding the foregoing, the Corporation may engage in any business or activity for which corporations may be organized under the laws of the State of Colorado.

Article IV

Shares

A. Authorized Shares. The total authorized capital of the Corporation shall consist of an aggregate of:

- (1) 10,000,000 shares of Common Stock, par value \$0.001 per share; and
- (2) 1,000,000 shares of Preferred Stock, par value \$0.01 per share.

B. Voting Rights and Election of Directors. The holders of Common Stock shall have full voting power for all purposes, subject to any limitations imposed by Colorado law, or contractual arrangement.

C. Cumulative Voting. Cumulative voting of shares shall not be allowed in the election of directors.

D. Preemptive Rights. Shareholders of the Corporation's Common Stock shall be entitled as of right to acquire additional unissued or treasury shares of the Common Stock of the Corporation.

E. Power of The Directors As to Preferred Stock. The Board of Directors is hereby authorized to establish, out of authorized but unissued shares of Preferred Stock:

- (1) series of the Preferred Stock; and
- (2) to fix and determine the relative rights and preferences of the shares of any series so established.

ARTICLE V

Restrictions Upon Share Transfer

The Board of Directors shall have authority to impose reasonable restrictions on the transfer of the Corporation's shares; and, provided such restrictions are noted conspicuously on the subject stock certificate representing the shares, such restriction shall be effective as to other persons with or without actual knowledge of the same.

ARTICLE VI

Indemnification of Directors

In addition to the other powers now or hereafter conferred in accordance with Colorado law or otherwise, each director of the corporation is hereby indemnified by the corporation to the full extent permitted by Colorado law.

The Board of Directors is hereby authorized on behalf of the Corporation and without shareholder action to exercise all of the Corporation's powers of indemnification.

ARTICLE VII

By Laws

The Board of Directors shall have the power to enact, alter, amend, and repeal such By Laws not inconsistent with the laws of the State of Colorado and these Articles of Incorporation as it may deem best for the management of the Corporation.

ARTICLE VIII

Required Shareholders' Vote

When, with respect to any action to be taken by the shareholders of the Corporation, including those transactions in which the Colorado Corporation Code requires the vote or concurrence of the holders of a majority of the outstanding shares or requires the vote or concurrence of the holders of two-thirds of the outstanding shares entitled to vote thereon, such action may only be taken by the vote or concurrence of the holders of two-thirds of all shares entitled to vote thereon. In matters other than the election of directors, the Common Stock shall be voted and the outcome determined as if there is only one class of Common Stock.

Except as determined by the Board of Directors pursuant to these Articles of Incorporation or as required by Colorado law, Preferred Shares shall not vote as to any matter.

ARTICLE IX

Board of Directors

The business and affairs of the Corporation shall be under the control and management of a Board of Directors. The number of directors of the Corporation shall be no less than three (3) and no more than nine (9); except that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three shareholders.

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the person who is to serve as the initial board of directors until the number of directors is increased as required by law or the first annual meeting of shareholders or until his successor is elected and qualified, as the case may be, is:

Arthur A. Fletcher 14190 E. Evans Avenue, Aurora, Colorado 80014.

In the event shares of stock are issued to more than one person and there are fewer than three shareholders, the number of persons comprising the board of directors will be equal to or greater than the number of shareholders.

ARTICLE X

Registered Agent and Office

The address of the Corporation's initial registered office is 14190 E. Evans Avenue, Aurora, Colorado, 80014; and the name of its registered agent at such address is Lewis R. Dodds.

ARTICLE XI

Limitations on Directors Liability

To the extent permitted by Colorado law, the Corporation hereby eliminates the personal liability of directors for damages for any breach of fiduciary duty owed to the Corporation or to its shareholders.

ARTICLE XII

Incorporator

The name of the incorporator: Arthur A. Fletcher. The address of the incorporator is: 14190 E. Evans Avenue, Aurora, Colorado 80014.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of July 4, 1992.



Arthur A. Fletcher
Incorporator