

Tuesday, April 19, 2000

A Meeting of the Board of Directors of The Compass Publishing Corporation

Location of Meeting:

Principal Offices
140 Palm Drive
Alabaster, Alabama
35007

Meeting Came to Order at 11:05 AM.

1. A motion was made to amend the Articles of Incorporation so as to eliminate any ambiguity in terms of the ability of The Compass Publishing Corporation TM to engage in retail sales via the internet or other means.
2. A motion was also made to explicitly state that the purpose of the engineering studies being offered should include research as necessary for the completion of specific scopes of study or analysis.
3. These motions were unanimously passed by the Board of Directors of The Compass Publishing Corporation TM.
4. It was noted that an amendment to Article III would be necessary. A draft of that amendment had already been produced. The amended version of Article III of the Articles of Incorporation of The Compass Publishing Corporation TM was unanimously approved and accepted by the Board of Directors of The Compass Publishing Corporation TM.

Article III is set forth below as amended:

Article III The corporation has been organized for the following purpose(s):

The Compass Publishing Corporation TM hereafter referred to either by that name or as "the corporation" has been organized to function as a publisher of books and other materials. The Compass Publishing Corporation TM may also produce clothing, promotional, or specialty products intended to increase brand recognition or sales. It will serve the wholesale market by providing books and other printed materials or drawings to other vendors that deal directly with the retail market. It shall also engage in retail sales of books and other materials. Such sales may include internet based sales. The Compass Publishing Corporation TM will provide services through its New Directions Services TM division related to electronic publishing or internet commerce, computer programming, as well as services designed to provide engineering and technical studies necessary to produce related documents. The documents and drawings containing the results of technical, scientific, or engineering studies, and the associated services, may be offered on a wholesale or retail basis to other corporate, government, or private entities as appropriate. In addition, The Compass Publishing Corporation TM may engage in research related to engineering or scientific topics and product concepts. Where new engineering concepts being explored require identification of the level of acceptance and applicability of potential products in the marketplace, activities necessary to evaluate such considerations may also be undertaken. In addition, any incidental equipment sales that result from recommendations derived from engineering studies or that are requested by customers may also be undertaken, as well as any other lawful business.

5. A motion was made to adjourn the meeting. That motion was passed.


The meeting was adjourned at 12:30 on April 19, 2000.

Inst # 2000-12908
04/19/2000-12908
02:34 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
15.00
002 HNS

Tuesday, April 19, 2000

A Meeting of the Board of Directors of The Compass Publishing Corporation

Certifying Authority:
Chairman (also serving as secretary):



Director, The Compass Publishing Corporation

Notarized by:



NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 23, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Inst # 2000-12908

04/19/2000-12908
02:34 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
002 HNS 15.00