

STATE OF ALABAMA)

SHELBY COUNTY)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IMPACTASP, INC.**

Pursuant to the Code of Alabama, Sections 10-2B-10.06 and 10-2B-10.07, the undersigned corporation, **IMPACTASP, INC.**, a corporation organized and existing under the laws of the State of Alabama (the "Corporation"), hereby submits the following:

WHEREAS, the Articles of Incorporation of the Corporation were filed on November 14, 2000, in the Office of the Judge of Probate of Shelby County, Alabama; and

WHEREAS, the Board of Directors and the Shareholders of the Corporation desire to amend and restate the Corporation's Articles of Incorporation to, among other things, change the name of the Corporation and to increase the number of authorized shares of stock; and

WHEREAS, the Amended and Restated Articles of Incorporation were approved by all of the Shareholders and Directors of the Corporation entitled to vote thereon, by an Unanimous Written Consent in Lieu of Joint Meeting of the Board of Directors and the Shareholders of the Corporation;

NOW, THEREFORE, the Corporation hereby amends and restates its articles of incorporation as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**ARTICLE I
NAME**

The name of the Corporation shall be impact7, Inc., and any and all references to ImpactASP, Inc. shall hereafter be deemed to refer to "impact7, Inc."

**ARTICLE II
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSES**

The purposes for which this Corporation is organized are:

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1. To engage in the business of providing religious organizations with marketing services.

2. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE IV **AUTHORIZED SHARES**

The total number of shares which the Corporation shall have authority to issue is 5,000,000 shares of Common of the par value of \$.001 per share, and consisting of such one class only.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The location and street address of the registered office of the Corporation shall be 1210 South Twentieth Street, Suite 200, Birmingham, Alabama 35244. The name of the Corporation's registered agent at said address shall be John K. Jones.

ARTICLE VI **INITIAL BOARD OF DIRECTORS**

The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John K. Jones	3301 Tartan Lane Birmingham, Alabama 35242
John M. Lovoy	436 Devon Drive Birmingham, Alabama 35209
David T. Kujawski	914 Lake Ridge Drive Woodbury, Minnesota 55129

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John K. Jones	3301 Tartan Lane Birmingham, Alabama 35242
John M. Lovoy	436 Devon Drive Birmingham, Alabama 35209
David T. Kujawski	914 Lake Ridge Drive Woodbury, Minnesota 55129

ARTICLE VIII
DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

ARTICLE IX
LIMITATION OF LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article IX. Any repeal or modification of this Article IX by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned corporation, by its duly authorized officer and with full authority, has executed this Amended and Restated Articles of Incorporation under seal as of this 14th day of May, 2001.

IMPACTASP, INC.

By: 

John K. Jones
President

THIS INSTRUMENT WAS PREPARED BY:

John Cooper
Sirote & Permutt, P.C.
P.O. Box 55727
Birmingham, Alabama 35255-5727

CERTIFICATE

Pursuant to the Code of Alabama, Section 10-2B-10.07(d), this Certificate is being filed contemporaneously with Amended and Restated Articles of Incorporation of ImpactASP, Inc. (the "Corporation") as follows:

1. The Amended and Restated Articles of Incorporation which are being filed contemporaneously herewith contain amendments to the Articles of Incorporation of the Corporation and said amendments require shareholder approval.
2. The name of the Corporation is ImpactASP, Inc.
3. The amendments are as follows: Each of the articles in the Corporation's articles of incorporation were deleted in their entirety and superseded by each of the articles set forth in the attached Amended and Restated Articles of Incorporation.
4. As a result of the amendments, each share of the 3,000 issued and outstanding shares of Common stock of the Corporation shall be exchanged for 500 shares of Common stock. Such issued shares shall be fully paid and non-assessable and new certificates shall be issued to the holders of such shares.
5. The Amended and Restated Articles of Incorporation were approved by the shareholders and directors by an Unanimous Written Consent in Lieu of Joint Meeting of the Board of Directors and the Shareholders, dated the 14th day of May, 2001, on which date there were 3,000 shares of Common stock issued and outstanding and entitled vote on the amendments.
6. The unanimous consent of the shareholders was sufficient for approval of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Corporation, by its duly authorized officer and with full authority, has executed this Certificate to the Amended and Restated Articles of Incorporation under seal as of this 14th day of May, 2001.

IMPACTASP, INC.

By: 
John K. Jones
President

This Instrument Prepared by:
John H. Cooper, Esq.
Sirote & Permutt, P.C.
2311 Highland Avenue South
Birmingham, Alabama 35205

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

impact 7, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Kineshia Collins, 2311 Highland Ave South, Birmingham, AL 35205-0002 for a period of one hundred twenty days beginning April 25, 2001 and expiring August 24, 2001.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 25, 2001

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

✓ PLEASE RETURN TO:
CATHY CRITTENDEN
SIROTE & PERMUTT
2311 HIGHLAND AVENUE SOUTH
BIRMINGHAM, AL 35205

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