



P94000001869

ACCOUNT NO. : 072100000032

REFERENCE : 674320 4326591

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : \$ 87.50

ORDER DATE : January 20, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 674320-005

300002404553--3

CUSTOMER NO: 4326591

CUSTOMER: Mr. Cody Waters
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: SUNBELT SOFTWARE DISTRIBUTION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
98 JAN 20 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1/21
Amend
RECEIVED
98 JAN 20 AM 10:52
DIVISION OF CORPORATION



RESUBMIT

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Please give original
submission date as file date.
98 JAN 21 PM 10:02
DIVISION OF CORPORATION

January 21, 1998

CSC
CINDY
TALLAHASSEE, FL

SUBJECT: SUNBELT SOFTWARE DISTRIBUTION, INC.
Ref. Number: P94000001869

We have received your document for SUNBELT SOFTWARE DISTRIBUTION, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The first sentence of the document states that the Articles of Incorporation were filed on the 4th day of January 1994 --- the records of this office show the correct date of incorporation to be January 7, 1994, please correct the document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 898A00003279

AMENDMENT TO ARTICLES OF INCORPORATION

OF

SUNBELT SOFTWARE DISTRIBUTION, INC.

FILED

98 JAN 20 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of SUNBELT SOFTWARE DISTRIBUTION, INC. were filed with and approved by the Secretary of State of the State of Florida on the 7th day of January, 1994; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of SUNBELT SOFTWARE DISTRIBUTION, INC. that the Articles of Incorporation of SUNBELT SOFTWARE DISTRIBUTION, INC. be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by all of the stockholders and directors of SUNBELT SOFTWARE DISTRIBUTION, INC., pursuant to the provisions of Florida Statutes, Sections 607.0704 and 607.0821, on the 5th day of December, 1997; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of SUNBELT SOFTWARE DISTRIBUTION, INC. are hereby amended, by deleting in its entirety the present Article V and by substituting therefor the following, to-wit:

"ARTICLE V

STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,200,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors, with the approval of a majority of the stockholders of the corporation, may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of SUNBELT SOFTWARE DISTRIBUTION, INC., by its President and Secretary this 5th day of December, 1997.

SUNBELT SOFTWARE DISTRIBUTION, INC.

By: [Signature]
Jo Murciano, President

Attest: [Signature]
Stu Sjouwerman, Secretary

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