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ACCOUNT NO. : 072100000032

REFERENCE : 553923 4326591

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 43.75

FILED
00 JAN 18 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 17, 2000

ORDER TIME : 10:44 AM

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ORDER NO. : 553923-005

CUSTOMER NO: 4326591

CUSTOMER: Amy Eckard, Legal Assistant
Fowler White Gillen Boggs
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: SUNBELT SOFTWARE DISTRIBUTION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

 RESTATED ARTICLES OF INCORPORATION

C. COULLETTE JAN 18 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

 PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED
00 JAN 18 AM 9:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SUNBELT SOFTWARE DISTRIBUTION, INC.**

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

WHEREAS, an Amendment to the Articles of Incorporation for SUNBELT SOFTWARE DISTRIBUTION, INC. were filed with and approved by the Secretary of State of Florida on the 20th day of January, 1998; and

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

WHEREAS, the proposed Amendment to the Articles of Incorporation of SUNBELT SOFTWARE DISTRIBUTION, INC., INC. hereinafter set forth 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 31st day of December, 1999; and

WHEREAS, the approval of the Secretary of 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 therefore 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 32,000,000 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,

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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."

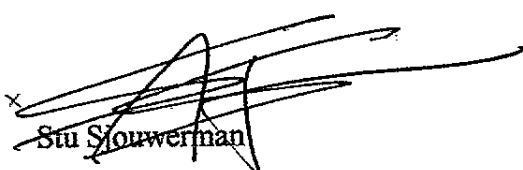
IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of SUNBELT SOFTWARE DISTRIBUTION, INC., by its Director, President and Secretary on this 31st day of December, 1999.

SHAREHOLDERS

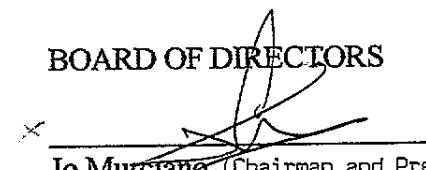
Sunbelt International S.A.R.L.

By:

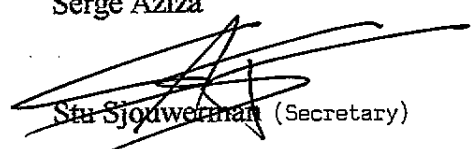
P. Aziza


Stu Sjouwerman

BOARD OF DIRECTORS


Jo Murciano (Chairman and President)

P. Aziza
Serge Aziza


Stu Sjouwerman (Secretary)