

P97000104875

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BASIC AMENDMENT

ACCOUNTING PRINCIPALS ACQUISITION CORP.

Certificate of Status	0
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Restated Art.



FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

September 30, 2004

ACCOUNTING PRINCIPALS ACQUISITION CORP.
1 INDEPENDENT DR
ATTN: TAX DEPT
JACKSONVILLE, FL 32202

SUBJECT: ACCOUNTING PRINCIPALS ACQUISITION CORP.
REF: P97000104875

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
ACCOUNTING PRINCIPALS ACQUISITION CORP.**

This corporation was incorporated on December 12, 1997. Pursuant to Section 607.1007, Florida Business Corporation Act, restated Articles of Incorporation were approved by unanimous written consent of the directors of this corporation dated September 24, 2004. The Restated Articles of Incorporation adopted by the directors (i) incorporate previously filed amendments, and (ii) omit items of historical interest only, accordingly, shareholder approval was not required.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Accounting Principals Acquisition Corp. (the "Corporation").

Section 1.2 Mailing Address; Address of Principal Office. The mailing address and the address of the principal office of the Corporation is One Independent Drive, Jacksonville, Florida 32202.

ARTICLE 2

CAPITAL STOCK

Section 2.1 Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$0.01 per share (the "Common Stock"). All such shares shall be issued fully paid and nonassessable.

ARTICLE 3

REGISTERED OFFICE AND AGENT

Section 3.1 Name and Address. The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the registered agent of this Corporation at that address is Corporation Service Company.

ARTICLE 4

PURPOSES

Section 4.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

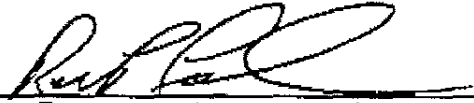
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ARTICLE 5

DURATION

Section 5.1 Duration. The Corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles this 24th day of September, 2004.



Name: Robert P. Crouch
Title: SVP & Treasurer

SEP. 30. 2004 10:52AM

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Accounting Principals Acquisition Corp., at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

CORPORATION SERVICE COMPANY,
Registered Agent



Authorized Signatory

Brian Courtney
Asst. V. Pres.

Date: September 24, 2004

006-448804.1

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