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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 19, 2001

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Department of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Re: eData.com, Inc.

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******8.75 ******8.75

Please file the enclosed Articles of Amendment and Restatement to Second Amended and restated Articles of Incorporation of eData.com, Inc. Enclosed is a check in the amount of $35.00 as payment for the filing, in addition a UPS label for return of the certified copy to:

Mr. Ken Schwartz
Seisint, Inc.
6601 Park of Commerce Blvd
Boca Raton, FL 33487

If you have any questions please contact me at 561-999-4403.

Sincerely,

Kenneth J. Schwartz
In-House Counsel

Amend + Restate + NC
2-23-01
PHS

eData.com™

February 22, 2001

Mr. Doug Spitler
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Mr. Spitler:

Pursuant to our conversation, please find enclosed the acceptance of registered agent by Ken Schwartz, in addition the check you requested in the amount of $8.75. If you have any other questions, please contact me at 561-999-4596.

Sincerely,

Bonnie Dunsing
Administrative Assistant

6601 Park Of Commerce Boulevard • Boca Raton, Florida 33487 • (561) 999-4400 • Fax (561) 999-4444

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT TO SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF EDATA.COM, INC.

eData.com, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is eData.com, Inc. (the "Corporation").

2. Pursuant to Section 607.1007 of the Florida Business Corporation Act, these Articles of Amendment and Restatement (the "Articles of Amendment and Restatement") amend and restate the Second Amended and Restated Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida on June 29, 1999 (the "Second Amended and Restated Articles of Incorporation"). Pursuant to these Articles of Amendment and Restatement, among other things, the name of the Corporation shall be changed to Seisint, Inc. These Articles of Amendment and Restatement were duly adopted by the shareholders of the Corporation in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act on February 19, 2001.

3. The Second Amended and Restated Articles of Incorporation are hereby amended and restated to read in their entirety as follows:

Third Amended and Restated
Articles of Incorporation

of

Seisint, Inc.

ARTICLE I. – NAME AND ADDRESS

The name of this corporation is Seisint, Inc. The address of the principal office and the mailing address of the Corporation is 6601 Park of Commerce Blvd, Boca Raton, Florida 33487

ARTICLE II. – PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. – REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation and the name of the registered agent of the Corporation at such office is:

Name	Address
Kenneth J. Schwartz	6601 Park of Commerce Boulevard Boca Raton, Florida 33487

ARTICLE IV. – CAPITAL STOCK

Section 1. The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 50,000,000 shares of common stock, each with a par value of $.001 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, each with a par value of $.001 per share (the "Preferred Stock"), of which 1,000,000 shares shall be designated as "Series A Preferred Stock" and shall have the powers, designations, preferences, rights, qualifications, limitations and restrictions set forth in Section 3 of this Article IV. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Section 2. The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each

such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional, or other special rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series as may be permitted by the Florida Business Corporation Act, including, without limitation, the authority to provide that any such class or series may be (a) subject to redemption at such time or times and at such price or prices; (b) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (c) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (d) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, or other securities or property, of the Corporation at such price or prices or at such rates of exchange and with such adjustments, all as may be stated in such resolution or resolutions.

Section 3. The powers, designations, preferences, rights, qualifications, limitations and restrictions (the "Designations") of the Series A Preferred Stock are as set forth in this Section 3 of this Article IV. For the purposes of these Designations, the following terms shall have the meanings specified below:

"Additional Shares of Common Stock" shall have the meaning provided in Subsection (e)(6)(ii) hereof.

"Common Stock Equivalents" shall have the meaning provided in Subsection (e)(6)(ii) hereof.

"Conversion Price" shall have the meaning provided in Subsection (e)(1) hereof.

"Conversion Rate" shall have the meaning provided in Subsection (e)(1) hereof.

"Conversion Rights" shall have the meaning provided in Subsection (e) hereof.

"Invested Amount" per share of Series A Preferred Stock shall mean $15.75.

"Junior Securities" shall have the meaning specified in Subsection (a) hereof.

"Liquidation" shall have the meaning specified in Subsection (c) hereof.

"Original Issue Date" shall mean the date on which shares of Series A Preferred Stock are first actually issued by the Corporation.

"Parity Securities" shall have the meaning specified in Subsection (a) hereof.

"Person" means any individual, firm, corporation, partnership, trust, limited liability company, incorporated or unincorporated association, joint venture, joint stock company, or other entity of any kind, and shall include any successor (by merger or otherwise) of any such entity.

"Qualified Public Offering" means an firm commitment or best efforts underwritten public offering of the equity securities of the Company on terms set in arms length negotiations and providing aggregate gross proceeds (before deducting underwriting discounts and expenses) to the Company of at least Fifty Million Dollars ($50,000,000) at a public offering price that represents an aggregate valuation of the total outstanding Common Stock, immediately preceding such offering (including any outstanding shares of capital stock of the Company that are convertible into, or exchangeable for, shares of Common Stock), of at least One Hundred Fifty Million Dollars ($150,000,000).

"Senior Securities" shall have the meaning specified in Subsection (a) hereof.

The Designations granted to and imposed upon the Series A Preferred Stock are as follows:

(a) Rank. The shares of Series A Preferred Stock shall, with respect to the distribution of assets upon a Liquidation, rank: (i) senior and prior to the Common Stock and any other class or series of capital stock of the Corporation currently or hereafter issued, other than Senior or Parity Securities, (collectively, "Junior Securities"); and (ii) on parity with any class or series of preferred stock of the Corporation hereafter issued, the terms of which specifically provide that shares of such class or series of preferred stock shall rank pari passu with the Series A Preferred Stock (collectively, "Parity Securities"). The shares of Series A Preferred Stock shall, with respect to the payment of dividends, rank: (i) on parity with any Parity Securities, unless any such Parity Securities specifically provide that they rank senior with respect to payment of dividends; (ii) as described in Subsection (b) hereof with respect to the Common Stock; and (iii) senior to any Junior Securities other than the Common Stock. The shares of Series A Preferred Stock shall, with respect to the payment of dividends or the distribution of assets upon a Liquidation, rank junior to any class or series of preferred stock, the terms of which specifically provide that the shares of such class or series of preferred stock shall rank senior to the Series A Preferred Stock with respect to such rights (collectively, "Senior Securities").

(b) Dividend Rights. Each holder of Series A Preferred Stock shall participate in any dividend declared on the Common Stock (other than a stock dividend pursuant to which the Conversion Price and Conversion Rate are adjusted under Subsection (e)(5) hereof) on a pro rata basis in proportion to the number of shares of Common Stock which would be held of record by such holder upon the conversion of all of the shares of Series A Preferred Stock under the circumstances described in Subsection (e) hereof on the record date for such dividend or distribution; provided, however, that no dividend shall be paid on shares of Common Stock unless the amount payable to the holders of the Series A Preferred Stock with respect to such dividend (as described above) has been reserved for payment by the Corporation.

(c) Liquidation Rights.

(1) In the event of any liquidation, dissolution or winding up of the Corporation, or of such of the Corporation's subsidiaries the assets of which constitute all or substantially all the assets of the business of the Corporation and its subsidiaries taken as a whole (a "Liquidation"), each holder of shares of Series A Preferred Stock then

outstanding shall be entitled to receive, out of the assets of the Corporation at the time legally available therefor, before any distribution or payment shall be made to the holders of outstanding Junior Securities, including, but not limited to, the Common Stock, and on a pari passu basis with the rights of the holders of any Parity Securities, an amount per share of Series A Preferred Stock equal to the Investment Amount, plus any and all declared and unpaid dividends on each such share computed to the date of payment thereof. If, upon any such Liquidation, the assets of the Corporation available therefor shall be insufficient to permit the payment in full to the holders of outstanding shares of Series A Preferred Stock and any Parity Securities of the preferential liquidation amounts to which they are then entitled pursuant to this Subsection (c)(1), the entire assets of the Corporation thus distributable shall be distributed among the holders of outstanding shares of Series A Preferred Stock and any Parity Securities on a pro rata basis in proportion to the full amounts to which such holders would otherwise be entitled if such assets were sufficient to permit payment in full.

(2) Upon any such Liquidation, after the payment in full to the holders of outstanding shares of Series A Preferred Stock and any Parity Securities of the preferential liquidation amounts to which they are then entitled, each holder of outstanding shares of Series A Preferred Stock shall be entitled to participate in any further distributions made to the holders of the Common Stock on a pro rata basis in proportion to the number of shares of Common Stock which would be held by such holder upon conversion of all of the shares of Series A Preferred Stock under the circumstances described in Subsection (e) hereof on the record date for such distribution.

(3) The sale of all or substantially all of the assets of the Corporation, the sale of a majority of the outstanding Common Stock of the Corporation or the merger of the Corporation with or into another corporation shall not be deemed to be a Liquidation for purposes of this Subsection (c).

(d) Voting Rights.

(1) *Generally*. Except as set forth specifically below, each holder of a share of the Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock would be convertible under the circumstances described in Subsection (e) hereof on the record date for the vote or consent of shareholders, and shall otherwise have voting rights and powers equal to the voting rights and powers of the Common Stock. Each holder of a share of the Series A Preferred Stock shall be entitled to receive the same prior notice of any stockholders' meeting as provided to the holders of Common Stock in accordance with the bylaws of the Corporation, as well as prior notice of all stockholder actions to be taken by legally available means in lieu of meeting. The holders of the Series A Preferred Stock shall vote together with holders of the Common Stock as a single class upon any matter submitted to a vote of stockholders, except those matters required by law, or by the terms hereof, to be submitted to a class vote of the holders of Series A Preferred Stock. Fractional votes shall not be permitted, and the number of votes to which a holder of Series A Preferred Stock shall be entitled shall be rounded down to the nearest whole number.

(e) Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(1) *Conversion Rate*. For purposes of this Subsection (e), the shares of Series A Preferred Stock shall be convertible, at the times and under the conditions described in this Subsection (e) hereafter, at the rate (the "Conversion Rate") of one share of Series A Preferred Stock to the number of shares of Common Stock that equals the quotient obtained by dividing the Invested Amount by the Conversion Price (defined hereinafter). Thus, the number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled upon any conversion provided for in this Subsection (e) shall be the product obtained by multiplying the Conversion Rate by the number of shares of Series A Preferred Stock being converted. The "Conversion Price" shall initially be equal to the Invested Amount, and shall be subject to adjustment as provided hereafter in this Subsection (e). The initial Conversion Rate shall be one share of Common Stock for one share of Series A Preferred Stock.

(2) *Optional Conversion*. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series A Preferred Stock, into Common Stock at the then effective Conversion Rate. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of Series A Preferred Stock to be converted in accordance with the procedures described in Subsection (e)(4) below.

(3) *Automatic Conversion*. Upon the closing of, but effective immediately prior to, the first sale in a Qualified Public Offering, every outstanding share of Series A Preferred Stock shall automatically be converted into Common Stock at the then effective Conversion Rate. In any conversion pursuant to this Subsection (e)(3), such conversion shall be automatic, without need for any further action by the holders of shares of Series A Preferred Stock and regardless of whether the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion until certificates evidencing such shares of Series A Preferred Stock so converted are surrendered to the Corporation in accordance with the procedures described in Subsection (e)(4) below. Upon the conversion of the Series A Preferred Stock pursuant to this Subsection (e)(3), the Corporation shall promptly send written notice thereof, by registered or certified mail, return receipt requested and postage prepaid, by hand delivery or by overnight delivery, to each holder of record of Series A Preferred Stock at his or its address then shown on the records of the Corporation, which notice shall state that certificates evidencing shares of Series A Preferred Stock must be surrendered at the office of the Corporation (or of its transfer agent for the Common Stock, if applicable) in the manner described in Subsection (e)(4) below.

No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of fractional shares, the Corporation shall pay therefor, at the time of any conversion of Series A Preferred Stock as herein provided, an amount in cash

equal to such fraction *multiplied by* the then effective Conversion Price, payable as promptly as possible when funds are legally available therefore.

(4) *Mechanics of Conversion; Payment of Dividends*. Before any holder of Series A Preferred Stock shall be entitled to receive certificates representing the shares of Common Stock into which shares of Series A Preferred Stock are converted in accordance with Subsections (e)(2) or (e)(3) above, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office of the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued, if different from the name shown on the books and records of the Corporation. Said conversion notice shall also contain such representations as may reasonably be required by the Corporation to the effect that the shares to be received upon conversion are not being acquired and will not be transferred in any way that might violate the then applicable securities laws. The Corporation shall, as soon as practicable thereafter and in no event later than thirty (30) days after the delivery of said certificates, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder as provided in such notice, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. The person or persons entitled to receive the shares of Common Stock issuable upon a conversion pursuant to Subsections (e)(2) or (e)(3) shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of the effective date of conversion specified in such section. All certificates issued upon the exercise or occurrence of the conversion shall contain a legend governing restrictions upon such shares imposed by law or agreement of the holder or his or its predecessors. In addition, simultaneously with any conversion, any declared and unpaid dividends payable on such Series A Preferred Stock shall be paid by the Corporation to the holder of such Series A Preferred Stock.

(5) *Adjustment for Subdivisions or Combinations of Common Stock; Stock Dividends*. In the event the Corporation at any time or from time to time after the Original Issue Date effects a subdivision or split of its Common Stock into a greater number of shares of Common Stock or shall issue a stock dividend on the outstanding Common Stock without an equivalent subdivision or split of, or dividend on, the Series A Preferred Stock, then in such event the Conversion Price in effect immediately prior to such subdivision or split or the issuance of such dividend shall be proportionately decreased (and the Conversion Rate thus proportionately increased), effective at the close of business on the date of such subdivision, split or dividend. In the event the Corporation at any time or from time to time after the Original Issue Date effects a combination of the outstanding Common Stock into a lesser number of shares without an equivalent combination of the outstanding Series A Preferred Stock, then in such event the Conversion Price in effect immediately prior to such combination, shall be proportionately increased (and the Conversion Rate thus proportionately decreased), effective at the close of business on the date of such combination.

(6) *Adjustment of Conversion Rate for Dilutive Issues.*

(i) Except as otherwise provided in this Subsection (e)(6), in the event the Corporation issues any Additional Shares of Common Stock (as defined below) within one hundred eighty (180) days following the Original Issue Date, at a per share consideration less than the Conversion Price then in effect, then the Conversion Price shall be reduced to the price (calculated to the nearest cent) determined to be the per share consideration, if any, received, or deemed to have been received, pursuant to Subsection (e)(6)(iii), by the Corporation upon such issuance of Additional Shares of Common Stock.

(ii) As used herein, "Additional Shares of Common Stock" shall mean either (x) shares of Common Stock, or (y) the maximum number of shares of Common Stock issuable upon conversion, exchange or exercise of securities or rights convertible into, exchangeable for, or entitling the holder thereof to receive shares of Common Stock, as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number (hereinafter referred to as "Common Stock Equivalents"); provided, however, that Additional Shares of Common Stock shall not include:

(A) shares of Common Stock issued upon the conversion of shares of Series A Preferred Stock;

(B) shares of Common Stock pursuant to which the Conversion Price and the Conversion Rate are adjusted under Subsection (e)(5) hereof;

(C) shares of Common Stock issued pursuant to the exchange, conversion or exercise of any Common Stock Equivalents that have previously been incorporated into computations hereunder on the date when such Common Stock Equivalents were issued;

(D) shares of Common Stock issued or issuable to officers, directors, employees or consultants to or of the Corporation pursuant to stock option agreements, restricted stock awards, warrants or similar arrangements approved by the Board of Directors other than in a transaction primarily for the purpose of raising capital;

(E) shares of Common Stock issued or issuable in connection with a strategic partnership relationship or the acquisition of all or part of another corporation or other entity by merger, reorganization or otherwise (as approved by the Board of Directors);

(F) shares of Common Stock issued or issuable pursuant to a joint venture, strategic alliance or research, development or product distribution agreement with another corporation (as approved by the Board of Directors); and

(G) shares of Common Stock issued or issuable in connection with any equipment leasing or bank financing transactions or to vendors of the Corporation (as approved by the Board of Directors).

(iii) The per share consideration with respect to the sale or issuance of a share of Common Stock shall be the price per share received by the Corporation, prior to the payment of any expenses, commissions, discounts and other applicable costs. With respect to the sale or issuance of Common Stock Equivalents that are convertible into or exchangeable for Common Stock without further consideration, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents. With respect to the issuance of other Common Stock Equivalents, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents plus the total consideration receivable by the Corporation upon the conversion or exercise of such Common Stock Equivalents. The issuance of Common Stock or Common Stock Equivalents for no consideration shall be deemed to be an issuance at a per share consideration of $.001. In connection with the sale or issuance of Common Stock and/or Common Stock Equivalents for non-cash consideration, the amount of consideration shall be determined by the Board of Directors of the Corporation in good faith.

(iv) Once any Additional Shares of Common Stock have been treated as having been issued for the purpose of this Subsection (e)(6), they shall be treated as issued and outstanding shares of Common Stock whenever any subsequent calculations must be made pursuant hereto.

(7) *Recapitalizations, Reorganizations, etc.* In the event of any recapitalization, reorganization, consolidation or merger of the Corporation with or into another Person or the sale, transfer or other disposition of all or substantially all of the assets of the Corporation and its subsidiaries (viewed as a whole) to another Person, each share of Series A Preferred Stock shall thereafter be convertible into the kind and amount of shares of stock or other securities or property that a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of Series A Preferred Stock would have been entitled upon such recapitalization, reorganization, consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions set forth in this Subsection (e) with respect to the rights and interests thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth in this Subsection (e) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon conversion of Series A Preferred Stock.

(8) *De Minimis Adjustments*. No adjustment to the Conversion Price (and, thereby, the Conversion Rate) shall be made if such adjustment would result in a change in the Conversion Price of less than $.01. Any adjustment of less than $.01 that is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment that, on a cumulative basis, amounts to an adjustment of $.01 or more in the Conversion Price.

(9) *No Impairment*. The Corporation shall not, by amendment of these Third Amended and Restated Articles of Incorporation or bylaws or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith assist in the carrying out of all the provisions of this Subsection (e) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(10) *Certificate as to Adjustments*. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Subsection (e), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price and the Conversion Rate at that time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that at that time would be received upon the conversion of Series A Preferred Stock.

(11) *Reservation of Stock Issuable Upon Conversion*. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall be insufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(f) Notices. Any notice required by the provisions hereof to be given to the holders of shares of Series A Preferred Stock shall be deemed given on the third business day following (and not including) the date on which such notice is deposited in the United States mail, first-class, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation. Notice by any other means shall not be deemed effective until actually received.

ARTICLE V. – SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders, for any purpose or purposes, shall be called by the Chairman of the Board, the President or at the request in writing of the holders of not less than twenty-five percent of all the outstanding shares of this Corporation entitled to vote at the meeting. Such written request shall state the purpose or purposes of the meeting and shall be delivered at the principal office of the Corporation addressed to the Chairman of the Board, the President or the Secretary. No business other than that stated in the notice of a special meeting shall be transacted thereat.

ARTICLE VI. – NOMINATION OF DIRECTORS

Section 1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board of Directors may be made at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors, (a) by or at the direction of the Board of Directors or (b) by any shareholder of the Corporation (i) who is a shareholder of record on the date of the giving of the notice provided for in this Article VI and on the record date for the determination of shareholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Article VI. In addition to any other applicable requirements, for a nomination to be made by a shareholder pursuant to clause (b) of this Section 1, such shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation.

Section 2. To be timely, a shareholder's notice to the Secretary pursuant to clause (ii) of Section 1(b) of this Article VI must be delivered or mailed and received at the principal office of the Corporation (a) in the case of an annual meeting, not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders; provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting is mailed or such public disclosure of the date of the annual meeting is made, whichever first occurs, or (b) in the case of a special meeting of shareholders called for the purpose of electing directors, not later than the close of business on the tenth day following the day on which notice of the date of the special meeting is mailed or public disclosure of the date of the special meeting is made, whichever first occurs.

Section 3. To be in proper written form, a shareholder's notice to the Secretary pursuant to clause (ii) of Section 1(b) of this Article VI must set forth (a) as to each person whom the shareholder proposes to nominate for election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the number of shares of capital stock of the Corporation which are owned beneficially or of record by the person and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and

regulations promulgated thereunder, and (b) as to the shareholder giving the notice, (i) the name and record address of such shareholder, (ii) the number of shares of capital stock of the Corporation which are owned beneficially or of record, by such shareholder, together with evidence reasonably satisfactory to the Secretary of such beneficial ownership, (iii) a description of all arrangements or understandings between such shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such shareholder, (iv) a representation that such shareholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (v) any other information relating to such shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder.

Section 4. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Article VI. If the Chairman of the Meeting determines that a nomination was not made in accordance with the foregoing procedures, then the Chairman of the Meeting shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.

ARTICLE VII. – NEW BUSINESS

Section 1. To be properly brought before the annual meeting of shareholders, business must be either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (c) otherwise properly brought before the meeting by any shareholder of the Corporation (i) who is a shareholder of record on the date of the giving of the notice provided for in this Article VII and on the record date for the determination of shareholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Article VII. In addition to any other applicable requirements, including but not limited to the requirements of Rule 14a-8 promulgated by the Securities and Exchange Commission under the Exchange Act, for business to be properly brought before an annual meeting by a shareholder pursuant to clause (c) of this Section 1, such shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation.

Section 2. To be timely, a shareholder's notice to the Secretary pursuant to clause (c) of Section 1 of this Article VII must be delivered to or mailed and received at the principal office of the Corporation, not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders; provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received no later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting is mailed or such public disclosure of the date of the annual meeting is made, whichever first occurs.

Section 3. To be in proper written form, a shareholder's notice to the Secretary pursuant to clause (c) of Section 1 of this Article VII must set forth as to each matter such

shareholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (b) the name and record address of such shareholder, (c) the number of shares of capital stock of the Corporation which are owned beneficially or of record by such shareholder, together with evidence reasonably satisfactory to the Secretary of such beneficial ownership, (d) a description of all arrangements or understandings between such shareholder and any other person or persons (including their names) in connection with the proposal of such business by such shareholder and any material interest of such shareholder in such business, (e) a representation that such shareholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting and (f) any material interest of the shareholder proposing to bring such business before such meeting (or any other stockholders known to be supporting such proposal) in such proposal.

Section 4. Notwithstanding anything in these Third Amended and Restated Articles of Incorporation to the contrary, no business shall be conducted at the annual meeting of shareholders except business brought before such meeting in accordance with the procedures set forth in this Article VII; provided, however, that, once business has been properly brought before such meeting in accordance with such procedures, nothing in this Article VII shall be deemed to preclude discussion by any shareholder of any such business. If the Chairman of the Meeting determines that business was not properly brought before the meeting in accordance with the foregoing procedures, then the Chairman shall declare to the meeting that the business was not properly brought before the meeting and such business shall not be transacted.

ARTICLE VIII. – BOARD OF DIRECTORS

Section 1. The Board of Directors of the Corporation shall be comprised of not less than one, nor more than fifteen, directors, the exact number of directors to be determined from time to time by the vote of the Board of Directors of the Corporation at a meeting thereof.

Section 2. Any vacancy on the Board of Directors of this Corporation, including a vacancy resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election of directors by the shareholders and until their successors are duly elected and qualified or until their death, resignation or removal.

ARTICLE IX. – SUPERMAJORITY APPROVAL REQUIREMENTS

Notwithstanding any other provision (except as set forth in Article XII) of these Third Amended and Restated Articles of Incorporation, the affirmative vote of the holders of shares representing at least two-thirds of the outstanding shares of this Corporation entitled to vote shall be required in all matters where shareholder action is required by the Florida Business Corporation Act other than for the election of directors; provided, however, that such two-thirds voting requirement shall not be applicable if such matters have been first approved by the Board of Directors of this Corporation.

ARTICLE X. – BYLAWS

The power to alter, amend or repeal the Bylaws of this Corporation shall be vested in each of the Board of Directors and the shareholders of this Corporation. In order for the shareholders of this Corporation to approve a proposal to alter, amend or repeal the Bylaws, such proposal shall require, in addition to other applicable requirements of these Third Amended and Restated Articles of Incorporation and of law, the affirmative vote of the holders of shares representing at lest two-thirds of the outstanding shares of this Corporation entitled to vote; provided, however, that such two-thirds voting requirement shall not be applicable if such proposal has been first approved by the Board of Directors of this Corporation.

ARTICLE XI. – INDEMNIFICATION

Section 1. The Corporation shall indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was serving as a director, officer, employee or agent of this Corporation or serving in any other capacity with another corporation, partnership, joint venture, trust or other enterprise at the request of this Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent of the Corporation) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XI.

Section 3. The indemnification and other rights set forth in this Article XI shall not be exclusive of any provisions with respect thereto in the Bylaws or any other contract or agreement between this Corporation and any officer, director, employee or agent of this Corporation.

Section 4. Neither the amendment nor repeal of any of the provisions of this Article XI nor the adoption of any provisions of these Third Amended and Restated Articles of Incorporation inconsistent with any provision of this Article XI shall eliminate or reduce the effect of the provisions of this Article XI in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or

right to receive expenses pursuant to the provisions of this Article XI if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

ARTICLE XII. – AMENDMENT

Notwithstanding any other provision of these Third Amended and Restated Articles of Incorporation, the affirmative vote of the holders of shares representing at least two-thirds of the outstanding shares of this Corporation entitled to vote shall be required to amend in any respect, alter or repeal this Article XII, or Articles V, VI, VII, VIII, IX and X hereof.

IN WITNESS WHEREOF, eData.com, Inc., has caused these Third Amended and Restated Articles of Incorporation to be executed this 19 day of February, 2001, by a duly authorized officer.

EDATA.COM, INC.

By: Dale H. Renner

Dale H. Renner
President and Chief Executive Officer

eData.com™

FILED
01 FEB 20 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 22, 2001

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Having been named as registered agent and to accept service of process for eData.com at 6601 Park of Commerce Blvd, Boca Raton, FL 33487, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Kenneth J. Schwartz
Registered Agent