

F02000001230

ROEDEL PARSONS KOCH FROST BALHOFF & McCOLLISTER

A LAW CORPORATION

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GREGORY D. FROST
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STEPHEN G. McCOLLISTER
JUDITH R. ATKINSON
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Special Counsel
DON R. SCHNEIDER
ESKRIDGE E. SMITH, JR.
Of Counsel

March 15, 2002

BY AIRBORNE EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200005113262--7
-03/18/02--01056--005
*****52.50 *****52.50

RE: *FSI, Inc. - Name Change*
Document Number F02000001230
File No. 0890/003

Dear Sir or Madam:

Enclosed please find our Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida to be filed with your office. Please return a certified copy and Certificate of Status to the undersigned. Finally, enclosed is our firm's check for \$52.50 to cover costs.

Should you have any questions, please feel free to call.

Sincerely yours,



David A. Woolridge, Jr.

DAWjr:cgm
enclosures

FILED
02 MAR 18 AM 9:06
CLERK OF STATE
TALLAHASSEE, FLORIDA

W02 9047
PS 3/21/02
UC PS 4/5/02

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ESKRIDGE E. SMITH, JR.
Of Counsel

April 3, 2002

BY AIRBORNE EXPRESS

Division of Corporations
Attn: Pam Smith
409 E. Gaines Street
Tallahassee, FL 32399

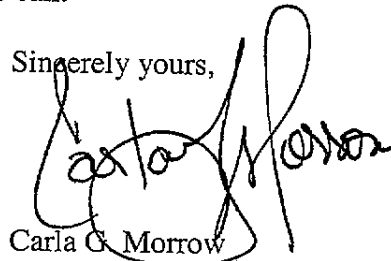
RE: *Florida Software, Inc. – Amendment*
File No. 0890/003

Dear Pam:

Per your request, enclosed are certified copies of the Certificate of Amendment and Articles of Amendment which were filed with the Clerk and Recorder for the Parish of East Baton Rouge, State of Louisiana.

If you have any questions, please feel free to call.

Sincerely yours,



Carla G. Morrow
Legal Secretary
to David A. Woolridge, Jr.

:cgm
enclosures (2)

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000001230

Document Number of Corporation (If known)

FILED
02 MAR 18 AM 9:06
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. FSI, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Louisiana
(Incorporated under laws of)

3. March 6, 2002
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 15, 2002

5. Florida Software, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.


N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

JACK S. ROME JR.
(Typed or printed name)

March 14, 2002

(Date)

CHAIRMAN
(Title)

CHARTER BOOK

UNITED STATES OF AMERICA
State of Louisiana

ORIG 131 BMDL 11327

Box McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of an Amendment to the Articles of Incorporation of
FSI, INC.

Domiciled at BATON ROUGE, LOUISIANA, changing the corporate
name to

FLORIDA SOFTWARE, INC.

Was filed and recorded in this Office on March 15, 2002.

**CERTIFIED
TRUE COPY**

APR - 3 2002

BY *Frank Louis J.*
DEPUTY CLERK

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on.*

March 15, 2002

Box McKeithen

MBE 35167360D 35233953

Secretary of State

ORIG 131 BMDL 11327

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

2002 MAR 15 PM 04:59:43

FIL BK FOLIO

DOUG WELBORN

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY

DEPUTY CLERK & RECORDER



CHARTER BOOK

ORIG 130 VOL 11327

UNITED STATES OF AMERICA
State of Louisiana

Jox McKeithen
SECRETARY OF STATE

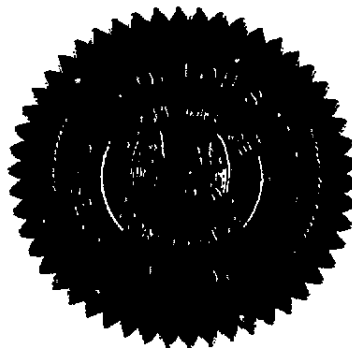
*As Secretary of State, of the State of Louisiana, I do hereby Certify that
the annexed transcript was prepared by and in this office from the record
on file, of which purports to be a copy, and that it is full, true and correct.*

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

MAR 15 2002

Jox McKeithen

Secretary of State



**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF FSI, INC.**

Each of the undersigned, President and Secretary, respectively, of FSI, Inc. (the "Corporation"), does hereby certify that the following Resolution amending the Articles of Incorporation of the Corporation was duly adopted pursuant to La. R.S. 12:31 by the unanimous vote of all of the voting shareholders of the Corporation set forth in a Unanimous Consent of the Shareholders, dated March 14, 2002.

The shareholders, owning all one thousand (1,000) shares of the issued, no-par value, common stock of the Corporation, were represented in the unanimous consent in which all of the shareholders voted for the amendment and none voted against the amendment.

The Articles of Incorporation of the Corporation were amended by said Resolution, as follows:

Amend the original Articles of Incorporation, filed on November 7, 2001, with the Secretary of State, to read as follows:

**"ARTICLE I.
NAME**

The name of the Corporation shall be:

FLORIDA SOFTWARE, INC."

There being no further business to come before this special meeting of the shareholders, upon motion duly made, seconded, and unanimously carried, the meeting thereupon adjourned.

All other Articles of the Articles of Incorporation of the Corporation not amended herein shall remain in full force and effect.

FSI, INC.

By: J. King Wolf, III
J. King Wolf, III, President

ATTEST:

By: Donald P. Heil
Donald P. Heil, Secretary

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN that on this 14th day of March, 2002, before me, the undersigned authority, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared:

**J. KING WOOLF, III
and
DONALD P. HEIL**

to me known to be the identical persons who executed the above and foregoing Articles of Amendment, who declared and acknowledged to me, notary, in the presence of the undersigned competent witnesses, that they executed the above and foregoing Articles of Amendment to Articles of Incorporation of FSI, Inc. of their own free will, as their own act indeed, for the uses, purposes, and benefits therein expressed.

WITNESSES:

Sarah S. Finn
Print Name: SARAH S. FINN

J. King Woolf, III
J. King Woolf, III, President

Jamie Baye
Print Name: Jamie Baye

Donald P. Heil
Donald P. Heil, Secretary

**CERTIFIED
TRUE COPY**

APR - 3 2002

**BY *[Signature]*
DEPUTY CLERK**

David A. Woolbridge, Jr.
DAVID A. WOOLBRIDGE, JR.
Notary Public
My Commission Expires At My Death.

ORIG 130 NOL 11327

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

2002 MAR 15 PM 04:49:42
FTL MK FOLIO

DOUG WELBORN

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY

DEPUTY CLERK & RECORDER