

**F09000000883**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000247032 3)))



H090002470323ABC.

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 617-6380

**From:**

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I20000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
EMPOWER SOFTWARE SOLUTIONS INC.**

Certificate of Status	0
Certified Copy	1
Page Count	3
Estimated Charge	\$43.75

RECEIVED  
2009 DEC -1 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
2009 DEC -1 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H09000247032 3)))

**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)**

F09000000883

(Document number of corporation (if known))

1. SMB Capital Corporation  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 03/04/2009  
(Incorporated under laws of) (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? 11/20/09

5. Empower Software Solutions, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Chad A. Hensley  
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Chad A. Hensley  
(Typed or printed name of person signing)

Vice President of Finance  
(Title of person signing)

(((H09000247032 3)))

2009 DEC -1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
PH 3:32

H09000247032 3

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SMB CAPITAL CORPORATION", CHANGING ITS NAME FROM "SMB CAPITAL CORPORATION" TO "EMPOWER SOFTWARE SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2009, AT 11:42 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

H09000247032 3

4430872 8100

091035478

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7654478

DATE: 11-20-09

H09000247032 3

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:54 AM 11/20/2009  
FILED 11:42 AM 11/20/2009  
SRV 091035478 - 4430872 FILE

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
SMB CAPITAL CORPORATION**

SMB Capital Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

**FIRST:** That the Board of Directors of the Corporation adopted by unanimous written consent a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and directing that said amendment be presented to the sole stockholder of the Corporation for its consideration. The resolution setting forth the proposed amendment is as follows:

**NOW, THEREFORE, BE IT RESOLVED,** that the Corporation's Certificate of Incorporation be amended to change the name of the Corporation and that such amendment be effected by deleting the text of Article I of the Corporation's Certificate of Incorporation in its entirety and substituting in lieu thereof the following:

"1. The name of the Corporation is: Empower Software Solutions, Inc."

**SECOND:** That the foregoing resolution has been adopted by written consent of the sole stockholder of the Corporation in accordance with Section 228 of the DGCL.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the DGCL.

**IN WITNESS WHEREOF,** the Corporation has caused this certificate to be signed as of this 5 day of November, 2009.

**SMB CAPITAL CORPORATION**

By: [Signature]  
Name: Charles H. Hockley  
Its: V.P. of Finance

H09000247032 3