



THE UNITED STATES
CORPORATION
COMPANY

F50372

ACCOUNT NO. : 072100000032

REFERENCE : 401320 4656E

AUTHORIZATION : *Patricia Page*

COST LIMIT : \$ 87.50

ORDER DATE : May 22, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 401320-005

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CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst
Greenberg Traurig Hoffman
111 North Orange Avenue
Suite #2050
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: H.T.E., INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION *5/22/97*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING *Don*

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: *Don*

FILED
97 MAY 22 PM 3:32
TALLAHASSEE FLORIDA

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
H.T.E., INC.

97 MAY 22 PM 3:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003, 607.1004 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of H.T.E., Inc. (the "Company") are hereby amended as follows:

FIRST: AMENDMENTS, DELETIONS AND RESTATEMENTS ADOPTED:

ARTICLE VI, SECTION C. IS HEREBY AMENDED BY ADDING THE FOLLOWING LANGUAGE AFTER THE LAST SENTENCE THEREOF:

The affirmative vote of at least a majority of the directors or the holders of at least 66-2/3% of the voting power of the Company's voting stock is required to alter, amend or repeal, or adopt any provision inconsistent with, the provisions described in this paragraph.

ARTICLE X IS HEREBY DELETED IN ITS ENTIRETY AND AMENDED AND RESTATED TO READ AS FOLLOWS:

ARTICLE X

The Bylaws of the Company may be altered, amended or repealed or new Bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the directors present at such meeting; provided, however, that, notwithstanding the foregoing, the affirmative vote of at least a majority of the directors or the holders of at least 66-2/3% of the voting power of the Company's voting stock is required to alter, amend or repeal, or adopt any provision inconsistent with, the Bylaw provisions described in Article Two, Sections 2, 3 and 6 thereof;

EACH OF ARTICLE XII, SECTION A AND ARTICLE XII, SECTION B IS HEREBY AMENDED BY ADDING THE FOLLOWING LANGUAGE AFTER THE LAST SENTENCE THEREOF:

The affirmative vote of at least a majority of the directors or the holders of at least 66-2/3% of the voting power of the Company's voting stock is required to alter, amend or repeal, or adopt any provision inconsistent with, the provisions described in this paragraph.

A NEW ARTICLE XIII IS HEREBY ADDED TO THE ARTICLES OF INCORPORATION AND SHALL READ AS FOLLOWS:

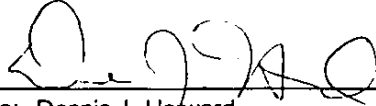
Provision Relating to Shareholder Action. Upon the Reclassification described in Article IV, Section E hereof, any action of the shareholders may only be taken at an annual or special meeting of the shareholders, and not by written consent of the shareholders. The affirmative vote of at least a majority of the directors or the holders of at least 66-2/3% of the voting power of the Company's voting stock is required to alter, amend or repeal, or adopt any provision inconsistent with, the provisions described in this paragraph.

SECOND: The foregoing Amendment to Articles of Incorporation of this Corporation was duly approved by the Board of Directors by unanimous written consent, dated May 14, 1997.

THIRD: The foregoing Amendment to Articles of Incorporation of this Corporation was duly approved by written consent of the holders of a majority of the Corporation's issued and outstanding capital stock entitled to vote, dated May 14, 1997, representing the number of votes sufficient for approval of this Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed this Amendment to Articles of Incorporation as of May 14, 1997.

H.T.E., INC.

By: 

Name: Dennis J. Harward

Title: President