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FLORIDA DIVISION OF CORPORATIONS
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NAME: PATHTECH SOFTWARE SOLUTIONS, INC.

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Corinne Adams
Florida

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SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PATHTECH SOFTWARE SOLUTIONS, INC.

The above corporation (the "Corporation") existing pursuant to the Florida Business Corporation Law, desiring to give notice of corporate action effectuating the restatement of its Amended and Restated Articles of Incorporation, sets forth the following facts:

1. The name of the Corporation is PATHTECH SOFTWARE SOLUTIONS, INC.
2. The Second Amended and Restated Articles of Incorporation are hereby restated in their entirety to read as follows:

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PATHTECH SOFTWARE SOLUTIONS, INC.

ARTICLE I

Name and Duration

The name of the Corporation is PATHTECH SOFTWARE SOLUTIONS, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date the initial Articles of Incorporation were filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 6601 Southpoint Drive North - Suite 200 in the City of Jacksonville 32216.

Prepared by Jaime A. Frias, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0879479

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ARTICLE III

Capital Stock

1. Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000) shares, which shall be divided into classes as follows:

- (a) Ten Million (10,000,000) shares of preferred stock, \$0.10 par value per share (hereinafter referred to as "Preferred Stock"); and
- (b) Forty Million (40,000,000) shares of common stock, \$0.10 par value per share (hereinafter referred to as "Common Stock").

All of such shares shall be issued fully paid and nonassessable.

2. Preferred Stock. The Board of Directors is authorized at any time and from time to time to divide the Preferred Stock into one or more series and to fix and determine the relative rights, preferences and limitations of the shares of any series so established. The Board of Directors shall adopt a resolution establishing and designating the series, determining the number of shares which shall constitute such series and determining the relative rights, preferences and limitations thereof, which relative rights, preferences and limitations may differ with respect to each series as to:

- (a) The rate or manner of payment of dividends on such series, including the dividend rate, the date of declaration and payment, and whether and the extent to which such dividends shall be cumulative;
- (b) Whether the shares of such series may be redeemed, and if so, the redemption price and the terms and conditions of redemption;
- (c) The amount payable upon shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;
- (d) Sinking fund provisions, if any, for the redemption or purchase of shares of such series;
- (e) The terms and conditions, if any, on which shares of such series may be converted into shares of any other class or series;
- (f) Voting rights, if any; and

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- (g) Any other rights, preferences and limitations for such series which Florida law empowers the Board of Directors to determine.

Except in respect of the rights, preferences and limitations that may be fixed by the Board of Directors pursuant to this Section, all shares of Preferred Stock shall be identical.

Dividends on outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided above. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common Stock.

3. Common Stock. All of the remaining Forty Million (40,000,000) shares that the Corporation has the authority to issue shall be divided into four (4) classes of Common Stock with the preferences, limitations and relative rights of each class as follows:

| CLASS | NUMBER OF SHARES AUTHORIZED | PAR VALUE |
|----------------|--------------------------------|------------------|
| Class A Common | 10,000,000 | \$0.10 per share |
| Class B Common | 10,000,000 | \$0.10 per share |
| Class C Common | 10,000,000 | \$0.10 per share |
| Class D Common | 10,000,000 | \$0.10 per share |

A. The Class A Shares shall have unlimited voting rights. The Class A Shares may be issued to, and held by, only members of the Corporation's senior management, as determined by the Corporation's Board of Directors. The Class A Shares shall be subject to conversion into Class C Shares as set forth in the Corporation's Shareholders Agreement dated as of February 26, 1997, as may be amended from time to time (the "Shareholders Agreement").

B. The Class B and Class C Shares shall not have any right to vote upon any matter to which the shareholders of the Corporation are entitled to vote. The Class B Shares may be issued to, and held by, only employees of the Corporation. The Class B Shares shall be subject to conversion into Class C

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Shares as set forth in the Shareholders Agreement. There shall be no limitation on to whom the Class C Shares may be issued.

C. The Class D Shares shall have unlimited voting rights. There shall be no limitation on to whom the Class D Shares may be issued.

ARTICLE IV

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE V

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE VI

Board of Directors

1. The number of members of the Board of Directors shall be as set forth in the Bylaws and may be increased or diminished from time to time by the Board of Directors; provided, however, that there shall never be less than one director. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

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3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the next annual meeting of the shareholders are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| Alan Dale Gunter ✓ | 4751 Deerfoot Lane South Jacksonville, FL 32257 |
| Cheryle M. Touchton ✓ | 3268 Hidden Lake Drive E. Jacksonville, FL 32216 |
| Steven D. Rausch ✓ | 12075 Hammock Oaks Drive Jacksonville, FL 32223 |
| Robert A. Touchton ✓ | 3268 Hidden Lake Drive E. Jacksonville, FL 32216 |
| Alan R. Collier | 132 Sea Island Drive Ponte Vedra, FL 32082 |
| William H. Hopf | 8700 Hampshire Glen Drive S. Jacksonville, FL 32256 |
| Howard Kelley | 3249 St. Johns Avenue Jacksonville, FL 32205 |

ARTICLE VII

Amendment

The power to amend the Articles of Incorporation of the Corporation shall require approval by seventy-five percent (75%) of the outstanding and issued shares entitled to vote on such amendment.

ARTICLE VIII

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

* * * *

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3. The foregoing restatement contains amendments requiring shareholder approval and was adopted by (a) the required number of members of the Board of Directors, and (b) the holders of outstanding Common Stock of the Corporation entitled to cast the required number (seventy-five percent (75%) or more) of votes of the sole voting group entitled to vote on and adopt the amendments at a meeting at which all voting groups and shareholders entitled to vote thereon were present and voted. The holders of the Class A Common Stock of the Corporation constitute the only voting group of the shareholders entitled to vote on the amendment. Minutes of the Meeting of the Board of Directors dated January 29, 1997, were approved by the Directors, and holders of the Common Stock of the Corporation entitled to vote seventy-five percent (75%) or more of the Class A Common Stock approved the foregoing amendment, such majority being sufficient for approval by that voting group.

4. The duly adopted Second Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned President of the aforesaid corporation has executed these Second Amended and Restated Articles of Incorporation this 26th day of February, 1997.

PATHTECH SOFTWARE SOLUTIONS, INC.

By: Cheryl M. Touchton
Cheryl M. Touchton, President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That PATHTECH SOFTWARE SOLUTIONS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

PATHTECH SOFTWARE SOLUTIONS, INC.

By: Cheryle M. Touchton
Cheryle M. Touchton, President

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

By: Jaime A. Frías
Jaime A. Frías, Vice President

DATED: 2/26/97

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