

H37649

Florida Department of State
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From:
Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
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BASIC AMENDMENT

HANCOCK INFORMATION GROUP, INC.

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Amended & Restated

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Articles

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H01-87812

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HANCOCK INFORMATION GROUP, INC.**

The undersigned, Stephen Ferber, being a duly elected Vice President and the Secretary of Hancock Information Group, Inc., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on January 10, 1985, under Document Number H37649, and Articles of Amendment thereto were filed with the Secretary of State of the State of Florida on February 14, 1986 (as amended, the "Articles of Incorporation").

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I -- NAME

The name of this corporation is Hancock Information Group, Inc.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

2180 West State Road 434
Suite 3170
Longwood, Florida 32779.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

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ARTICLE V -- REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation is:

8151 Peters Road
Suite 4000
Plantation, Florida 33324;

and the name and address of the current registered agent of this corporation are:

Stephen B. Ferber
8151 Peters Road
Suite 4000
Plantation, Florida 33324.

ARTICLE VI -- BOARD OF DIRECTORS

The Board of Directors of this corporation is concurrently comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one (1).

ARTICLE VII -- BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the By-laws of this corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VIII -- INDEMNIFICATION

This corporation may indemnify any officer or director or any former officer or director of this corporation to the fullest extent permitted by law.

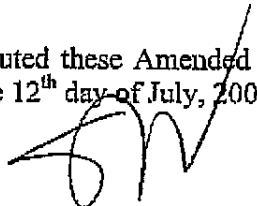
ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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Such amendments to, and amendment and restatement of, the Articles of Incorporation of the Corporation have been duly and unanimously authorized, adopted and directed by Joint Unanimous Written Consent of Board of Directors and Sole Shareholder of the Corporation effective as of June 29, 2001. Such amendment and restatement of the Articles of Incorporation of the Corporation supersedes in all respects the original Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation as of the 12th day of July, 2001.



Stephen Ferber
Vice President and Secretary

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Amended and Restated Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of July 12th, 2001.



Stephen B. Ferber, Registered Agent