

531850

SEP-5 1986

CORPORATION INFORMATION SERVICES, INC.

200271870932

502 East Park Avenue Tallahassee, FL 32301 (904) 222-9171
MAILING ADDRESS: Post Office Box 10329 Tallahassee, FL 32302
TOLL FREE IN FLORIDA 1-800-342-8086

ORDER NUMBER	ORDER DATE	CUSTOMER NO.	TA CODE	REFERENCE																												
042443	8-4-86	#0114	#20	Sofisticated Software.....Carla																												
DESCRIPTION																																
<p><u>INSTACORP</u></p> <p><u>DOMESTIC/PROFIT/CERTIFIED:</u></p> <p>1. Sofisticated Software, Inc.</p> <p>Call back to Carla and send by regular mail.</p> <p>FIT - invoice # 43199</p>																																
<table border="0"> <tr> <td>CH#</td> <td>09/10/86</td> <td>00040</td> <td>014</td> </tr> <tr> <td></td> <td colspan="3">DOMESTIC FILING</td> </tr> <tr> <td></td> <td colspan="3">REGISTERED AGENT</td> </tr> <tr> <td>Filed</td> <td>CHARTER TAX</td> <td></td> <td>3.00</td> </tr> <tr> <td></td> <td>CHARTER FILING</td> <td></td> <td>30.00</td> </tr> <tr> <td></td> <td>CERT/PHOTO COPY</td> <td></td> <td>15.00</td> </tr> <tr> <td colspan="3">TOTAL</td> <td>63.00</td> </tr> </table>					CH#	09/10/86	00040	014		DOMESTIC FILING				REGISTERED AGENT			Filed	CHARTER TAX		3.00		CHARTER FILING		30.00		CERT/PHOTO COPY		15.00	TOTAL			63.00
CH#	09/10/86	00040	014																													
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TOTAL			63.00																													
NAME		<div style="border: 1px solid black; padding: 5px;"> <p>62</p> <p>2/A</p> <p>Name <i>[Signature]</i></p> <p>Availability <i>[Signature]</i></p> <p>Document Examiner <i>[Signature]</i></p> <p>Approver <i>[Signature]</i></p> <p>Updater <i>[Signature]</i></p> <p>Verifier <i>[Signature]</i></p> <p>Acknowledged <i>[Signature]</i></p> <p>W. D. Verifier <i>[Signature]</i></p> </div>																														
<p>KIMPTON & BUCKE</p> <p>Attorneys at Law</p> <p>616 East Atlantic Avenue</p> <p>Delray Beach, FL 33444</p>																																
TELEPHONE NO 313-791-0063																																

CORPORATION INFORMATION SERVICES, INC. has used reasonable care in determining the information above from the appropriate Florida Official per your request. However, the ultimate responsibility for maintaining files rests with the filing officer and we accept no liability for error or omission.

J31850

FILED
NOV 15 1982

ARTICLES OF INCORPORATION
OF
SOFISTICATED SOFTWARE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOFISTICATED SOFTWARE, INC.

The principal place of business of this corporation shall be 131 Bay Plaza, St. Petersburg, Florida 33706.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 502 East Park Avenue, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporation capacity.

ARTICLE IX. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Corporation Information Services, Inc.
502 East Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned authorized agent of Corporation Information Services, Inc. has hereunto set her hand and seal of Corporation Information Services, Inc. on this 4th day of September, 1986.

Corporation Information Services, Inc.

By:

Gail Shelby

STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 4th day of September, 1986, by Gail Shelby.

Brian Canty
Notary Public, State of Florida at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES AUG. 11, 1990.
BONDED THRU NOTARY PUBLIC UNDERWRITERS

J 3/850

21850

FILED
203 SEP -8
SEC
TALL

RESIGNATION AS REGISTERED AGENT
TO THE ARTICLES OF INCORPORATION OF

SOFISTICATED SOFTWARE, INC.

I, Gail Shelby, hereby resign for Corporation
Information Services, Inc. as the registered agent of the
above-named corporation. By copy of this resignation, we
hereby give notice to the corporation to this effect.

EFFECTIVE this 5th day of September, 1986, at 5:00
p.m.

Corporation Information Services, Inc.

By: Gail Shelby
Gail Shelby

STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me
this 5th day of September, 1986, by Gail Shelby, Agent
of Corporation Information Services, Inc.

[Signature]
Notary Public, State of Florida at Large

My Commission Expires Aug. 11, 1991

LAW OFFICES OF
KIMPTON & BURKE, P.A.

WILLIAM J. KIMPTON
ROBERT C. BURKE
LANGFRED W. WHITE

531850

2901 U.S. HWY 19 NORTH, SUITE 203
CLEARWATER, FLORIDA 33575
TELEPHONE (813) 791-0063

487 MANALAY AVENUE
CLEARWATER BEACH, FLORIDA 33515
TELEPHONE (813) 451-1976

REPLY TO

September 12, 1986

2901 U.S. Hwy. 19 N.

Office of Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: SOFISTICATED SOFTWARE, INC.
Our File No. 3734.04.6.000

SEP 16 1986
U.S. DEPT. OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed is Registered Agent Certificate designating new Registered Agent for the captioned Corporation, together with our check made payable to your order in the amount of \$3.00 to cover the required filing fee for same.

Please cause the original of this Form to be filed in your records with the duplicate copy enclosed returned with some indication of receipt by you thereon in the self-addressed, stamped envelope.

Sincerely,

KIMPTON & BURKE, P.A.

Robert C. Burke, Jr.
Robert C. Burke, Jr.

RCB/cgw
Enclosures

JAB.

*sent a/c
10/1/86*

FILED
1986 SEP 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3.N/SSI3.1

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation,
organized under the laws of the State of Florida, submits the following statement
for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

FIRST: The name of the corporation is Sofisticated Software, Inc.

SECOND: The address of its present registered agent is 502 East Park Avenue,
Tallahassee, Florida 32301

THIRD: The address to which its registered agent is to be changed is 131 Bay Plaza,
St. Petersburg, Florida 33706

FOURTH: The name of its present registered agent is Corporation Information
Services, Inc.

FIFTH: The name of its successor registered agent is Scott J. Richards

SIXTH: The address of its registered office and the address of the business office of its registered agent,
as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated September 5, 19 86

Sofisticated Software, Inc.

SIGNATURE

(President or Vice-President)

DATE September 5, 1986

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGA-
TIONS OF SECTION 607.123 FLORIDA STATUTES.

SIGNATURE

(Registered Agent)

FILING FEE: \$3.00

DATE September 5, 1986

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314

LAW OFFICES OF
KIMPTON & BURKE, P.A.

WILLIAM J. KIMPTON
ROBERT C. BURKE, JR.
LANGFRED W. WHITE

J31850

2901 U.S. HIGHWAY 19 NORTH, SUITE 203
CLEARWATER, FLORIDA 34621
TELEPHONE (813) 791 0063

16-1-87

September 23, 1987

Office of the Secretary of State
Division of Corporations
P. O. Box 5327
Tallahassee, FL 32314

RE: Sophisticated Software, Inc.
Our File No. 3734.04.6.000

Gentlemen:

Enclosed please find original and photocopy of Articles of Amendment of Articles of Incorporation of Sophisticated Software, Inc. Further enclosed is our check in the amount of \$50.00 covering the costs of the filing fee and certified copy. Please return a certified copy of the Articles of Amendment after filing.

Sincerely,

KIMPTON & BURKE, P.A.

Robert C. Burke, Jr.

Robert C. Burke, Jr.

RCB/cgw
Enclosures

Amendment Stock

Name	
Address	
Phone	
City	75
State	15
Zip	5
Up to	
Verifying	15
Address	15
W.P.V.	15

29/28/87 38323 812
DOMESTIC AMENDMENTS
CERT/PHOTO COPY 30.2
AMENDMENT 20.0
=====

TOTAL 50.0

FILED
87 SEP 29 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. TAX _____
FILING 30 _____
R. F. FEE _____
C. F. FEE 20 _____
TOTAL 50 _____
N. F. FEE _____
BALANCE DUE _____
REFUND _____

5.G/SSI2.1

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SOFISTICATED SOFTWARE, INC.

FILED
87 SEP 29 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOFISTICATED SOFTWARE, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, Mark Arner and Mary Arner, respectively, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 8th day of June, 1987, at 8:00 A.M., adopted the following resolution:

RESOLUTION

"BE IT RESOLVED by the Board of Directors of SOFISTICATED SOFTWARE, INC., a Florida corporation, that Article III - Capital Stock of the Certificate of Incorporation be amended, changed and altered so that it reads as follows:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having \$0.01 par value per share. All stock when issued shall be fully paid and non-assessable.

Notwithstanding any other provision within these Articles of Incorporation, now existing or hereafter created, this section of this article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and irrespective of whether such stock has previously been issued or unissued, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of redeemed or otherwise acquired shares, including the reissuance of treasury shares. Such preemptive rights in the shareholders of the corporation is intended hereby to be an entitlement to their pro rata share in all issuances of stock by the corporation, inclusive of but not limited to all authorized but previously unissued stock, all authorized and previously issued with the same being reissued after redemption, all future authorized stock, all convertible obligations, convertible or exchangeable for any stock, all stock warrants, or any and all other rights or methods by which stock may be issued by the corporation to the shareholders, directly or indirectly, in any fashion whatsoever.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

The shareholders intend that these preemptive rights shall be available to the shareholders under all circumstances, and irrespective of whether corporate need exists or otherwise in regard to the issuance of such stock without preemptive rights.

The corporation is required to give written notice, to all shareholders at their last known address of its intention to issue stock, or other forms of securities or debt, or otherwise, convertible or exchangeable into stock and the price and terms thereof. Upon receipt of such notice any shareholder shall be entitled to exercise such preemptive rights to acquire a pro rata share thereof (stock or convertible or exchangeable security) upon giving notice to the corporation of the shareholder's intention to do so within thirty (30) days after receipt of such notice of intended issuance by the corporation, and shall then in turn have an additional sixty (60) days thereafter within which to close thereon or such longer period if longer in respect to the corporation's otherwise intention of issuance, paying to the corporation such cash as otherwise to be received by the corporation in the issuance of such securities, or an equally indubitable equivalency in regard to services or property to be received by the corporation upon reasonably same time, terms, and conditions as would otherwise be received by the corporation. Should the shareholder not elect to exercise such preemptive right, or in turn elect to exercise such preemptive right and fail to close thereon within the time period, then the corporation is entitled to issue such securities for the consideration as specifically specified in the notice to the shareholders initially if done so with closing thereon within sixty (60) days after the failure of the shareholder to elect to exercise such preemptive rights or sixty (60) days after the shareholder elects to exercise and then fails to close, whichever the case may be. If the corporation fails to close such transaction within such additional sixty (60) day period of time, the corporation shall reinstitute the entire process as a condition to any intended issuance after such sixty (60) days. Further, if the price or terms change, the corporation shall further reinstitute the entire process as a condition to the issuance at such changed price or terms.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 8th day of June, 1987, at 8:15 A.M., and at said special meeting of the shareholders, said amendment to the Certificate of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be filed in its name by its President and its corporate seal to be affixed and attested by its Secretary on this 8th day of June, 1987.

SOPHISTICATED SOFTWARE, INC.

By: Mark Arner
Mark Arner, Its President

ATTEST:

By: Mary Arner
Mary Arner, Its Secretary

(Corporate Seal)

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I, an officer authorized to take acknowledgements according to the laws of the State of Florida, duly qualified and acting, hereby certify that MARK ARNER and MARY A. ARNER as President and Secretary, respectively, of SOFISTICATED SOFTWARE, INC., to me personally known, this date acknowledged before me that they executed the foregoing Articles of Amendment of Articles of Incorporation of SOFISTICATED SOFTWARE, INC., as such officers of said corporation and they affixed the official seal of said corporation; and I further certify that I know the said persons making said acknowledgement to be the individuals described in and who executed said Certificate.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Clearwater, said County and State this 8th day of June 1987.

C. E. Willhite
Notary Public

My Commission Expires:

J31850

PRINTOUT SENT _____

LETTER SENT _____

CUS 3-12-20-97

REINSTATEMENT

FILED 10-12-97

INVOLUNTARILY

DISSOLVED 7

REINSTATEMENT

CUS

Registered Agent

Overpayment

72 Privilege Tax

73 Annual Report

74 Annual Report

75 Annual Report

76 Annual Report

77 Annual Report

78 Annual Report

79 Annual Report

80 Annual Report

82 Annual Report

83 Annual Report

84 Annual Report

85 Annual Report

86 Annual Report

87 Annual Report

TOTAL

25
5130

REFUND

RECEIVED
JAN 10 1998
FBI

STATE FEE	100.00
REGISTRATION FEE	25.00
ANNUAL REPORT FEE	5.00
=====	
TOTAL	130.00

NAME AVAILABLE _____

REINSTATED BY gt

UPDATER gt

UPDATER VERIFYER 2/14/98

Sofisticated

Software, Inc.

CORPORATION

ANNUAL REPORT
1987FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

FILED

87 DEC 18 12:10:21

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of \$25 Required - Make Checks Payable To: Secretary of State

1 Name and Address of Corporation Principal Office

Sofisticated Software, Inc.
3187 East Bay Drive, Suite H
Largo, FL 34641If above address is incorrect in any way, enter the correct address
in item 2. Include Zip Code

2 Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

3 Date Incorporated or Qualified To Do Business in Florida

9/5/86

4 Federal Employer Identification Number (FEIN)

5 Date of Last Report

6 Names and Street Addresses of Each Officer and Director as of December 31, 1986

1	Names of Officers and Directors	2	Title	3	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4	City and State	5
	Arner, Mark A.		P/D		3187 East Bay Dr., Ste H		Largo, FL 34641	
	Smith, Thomas D.		V/D		3187 East Bay Dr., Ste H		Largo, FL 34641	
	Arner, Mary A.		S/T/D		3187 East Bay Dr., Ste H		Largo, FL 34641	

REGISTERED AGENT INFORMATION

8 Name and Address of New Registered Agent

Name 81

9 Name and Address of Current Registered Agent

Mark A. Arner
3187 East Bay Drive, Suite H
Largo, FL 34641

Street Address 1 (Do NOT Use P.O. Box Number) 82

Street Address 2 (Do NOT Use P.O. Box Number) 83

City and State 84

FL.

Zip Code 85

9 Pursuant to the provisions of Sections 607.034 and 607.035, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both in the State of Florida. Such change was authorized by resolution duly adopted by its board of directors on _____.

I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of, Section 607.035 F.S.

SIGNATURE _____
(Registered Agent Accepting Appointment)

DATE _____

10.

See signature restrictions under instructions on reverse side of this form

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.
(Officer signing must be listed in Block 6)

Signature

Date

December 4, 1987

Typed Name of Signing Officer

Mark A. Arner

Title

President

Telephone Number

813-535-6199


11. Should you desire a certificate of status check the box

CERTIFICATE OF STATUS DESIRED

☒ 12-24-87\$5 Additional Fee
required for a
Certificate of Status

CME034 (1/86)

State of Florida



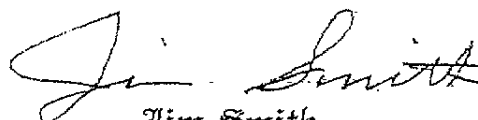
Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on December 31, 1987, to the Articles of Incorporation for SOFISTICATED SOFTWARE, INC., changing its name to SOPHISTICATED SOFTWARE, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is J31850.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
11th day of January, 1988.




Jim Smith
Secretary of State

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SOFISTICATED SOFTWARE, INC.

FILED
87 DEC 31 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOFISTICATED SOFTWARE, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, MARK A. ARNER and MARY A. ARNER, respectively, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 23rd day of November, 1987, at 7:00 P.M., adopted the following resolution:

RESOLUTION

"BE IT RESOLVED by the Board of Directors of SOFISTICATED SOFTWARE, INC., a Florida corporation, that Article I. NAME be amended to read as follows:

ARTICLE I. NAME

The name of the corporation shall be:

SOPHISTICATED SOFTWARE, INC.

BE IT FURTHER RESOLVED by the Board of Directors of SOFISTICATED SOFTWARE, INC., a Florida corporation, that a new article be created entitled ARTICLE XI. SALE OF ASSETS to read as follows:

ARTICLE XI. SALE OF ASSETS

Notwithstanding anything else as contained herein, a unanimous consent of the shareholders shall be required to sell all or substantially all of the assets of the Corporation, or, to alternatively or in addition thereto, enter into an exclusive licensing arrangement relative to the Corporation's software, trademarks, or other assets, either existing now or hereafter developed.

BE IT FURTHER RESOLVED by the Board of Directors of SOFISTICATED SOFTWARE, INC., a Florida corporation, that a new article be created entitled ARTICLE XII. LIQUIDATION AND DISSOLUTION to read as follows:

ARTICLE XII LIQUIDATION AND DISSOLUTION

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 23rd day of November, 1987, at 7:15 P.M., and at said special meeting of the shareholders, said amendment to the Certificate of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be filed in its name by its President and its corporate seal to be affixed and attested by its Secretary on this 16th day of December, 1987.

SOFISTICATED SOFTWARE, INC.

By: Mark A. Arner, President
Mark A. Arner, its President

ATTEST:

By: Mary A. Arner, its Secretary

(Corporate Seal)

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I, an officer authorized to take acknowledgements according to the laws of the State of Florida, duly qualified and acting, hereby certify that MARK A. ARNER and MARY A. ARNER as President and Secretary, respectively, of SOFISTICATED SOFTWARE, INC., to me personally known, this date acknowledged before me that they executed the foregoing Articles of Amendment of Articles of Incorporation of SOFISTICATED SOFTWARE, INC., as such officers of said corporation and they affixed the official seal of said corporation; and I further certify that I know the said persons making said acknowledgement to be the individuals described in and who executed said Certificate.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Clearwater, said County and State this 16th day of December, 1987.

Notary Public



FLORIDA DEPARTMENT OF STATE

**THE ATTACHED COPIES ARE
THE BEST AVAILABLE.**

**SOME OR ALL OF THE ORIGINAL
DOCUMENTS SUBMITTED FOR
FILING WERE NOT SUITABLE FOR
MICROFILMING.**

LAW OFFICES OF
ROBERT L. BURKE & WHITE, P.A.

ATTORNEYS AT LAW
CLEARWATER, FLORIDA
34621

J31850

2901 U.S. HIGHWAY 19 NORTH, SUITE 203
CLEARWATER, FLORIDA 34621
TELEPHONE (813) 791-0063
FAX (813) 796-0909

FILED

DEC 30 PM 4:03

CLERK OF STATE
TALLAHASSEE, FLORIDA

December 7, 1988

Office of the Secretary of State
Division of Corporations
Tallahassee, FL 32312

Clearwater Software, Inc.
Attn: Mr. J. A. G. 32312

12/29/88 00071 017
DOMESTIC AMENDMENTS
CERT/PHOTO COPY 30.
AMENDMENT 20.
=====

TOTAL 50.

Enclosed please find original and photocopy of Articles of Amendment
for the incorporation of Sophisticated Software, Inc..
Enclosed is our check in the amount of \$50.00 covering the
cost of the filing fee and certified copy. Please return a cer-
tified copy of the Articles of Amendment after filing.

ROBERT L. BURKE & WHITE, P.A.

Robert L. Burke
Attorney at Law

Clearwater Software, Inc.
Attn: Mr. J. A. G.
Clearwater, FL 34621
Enclosed is our check in the amount of \$50.00 covering the
cost of the filing fee and certified copy. Please return a cer-
tified copy of the Articles of Amendment after filing.

12/29/88

Name	
Address	
City	<i>TM</i>
State	<i>TM</i>
Zip	
Phone	
Signature	
Date	

15/2

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST.

CORPORATION
ANNUAL REPORT
1988



FLORIDA DEPARTMENT OF STATE
Jon Simon
Secretary of State
DIVISION OF CORPORATIONS

Read Instructions and Instructions on Other Side Before Making Entries
Filing Fee of \$25 Required - Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

J31850
SOPHISTICATED SOFTWARE, INC.
3167 EAST BAY DR
SUITE H
LARGO, FL. 34641

2. Enter Change of Address of Corporation Principal Office, P.O. Box Number Alone is NOT Sufficient

Street Address 21
3200 EAST BAY DRIVE
P.O. Box No. 22
City and State 23
LARGO FL
Zip Code 24
34641

3. Date Incorporation or Qualification to Do Business in Florida

09/05/1985

4. Federal Employer Identification Number (EIN)

5. Date of Last Report

12/18/1987

6. Names and Street Addresses of Each Officer and Director as of December 31, 1987

Name of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use P.O. Box Numbers)	City and State
ARNER, MARK A.	P/D	3167 EAST BAY DR. #H 3160	LARGO, FL
SMITH, THOMAS D.	P/D	2187 EAST BAY DR. #H 3160	LARGO, FL
ARNER, MARY A.	S/T/D	3167 EAST BAY DR. #H 3160	LARGO, FL
WIZGASATO, RICHARD	V	3200 EAST BAY DR. #H	LARGO FL
MERCIMAN, DANIEL	D	-	-

REGISTERED AGENT INFORMATION

Name and Address of Current Registered Agent

ARNER, MARK A.
3137 EAST BAY DR.
SUITE H
LARGO, FL. 34641

Name and Address of New Registered Agent

Street Address 1 (Do NOT Use P.O. Box Number) 82
Street Address 2 (Do NOT Use P.O. Box Number) 83
City and State 84
Zip Code 85

8. Pursuant to the provisions of Sections 607.004 and 607.007, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, submits this statement for the purpose of changing its registered office, its registered agent, or both, in the State of Florida. Such change was authorized by resolution duly adopted by its board of directors on _____.

I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of Section 607.005 F.S.

SIGNATURE *Mark Arner* DATE 7/11/88
(Registered Agent Accepting Appointment)

10. If a foreign corporation, date first transacted business in Florida

11. See signature restrictions under instructions on reverse side of this form.

I Certify That: I am An Officer or Director of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As if Made Under Oath.
(Officer or Director signing must be listed in Block 6.)

Signature *Mark Arner*
Typed Name of Signing Officer or Director Mark A. Arner
Title President

Date 7/11/88
Telephone Number (813) 535-6199

12. Should you desire a certificate of status check the box

CERTIFICATE OF STATUS DESIRED

SS Additional Fee required for a

CR-004 (1988)

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SOPHISTICATED SOFTWARE, INC.

FILED

1988 09 03

STATE
FLORIDA

SOPHISTICATED SOFTWARE, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, MARK A. ARNER and MARY A. ARNER, respectively, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 9th day of September, 1988, at 10:10 A.M., adopted the following resolution:

RESOLUTION

"BE IT RESOLVED by the Board of Directors of SOPHISTICATED SOFTWARE, INC., a Florida corporation, that a new article be created entitled Article XIII. CUMULATIVE VOTING, to read as follows:

ARTICLE XIII. CUMULATIVE VOTING

Shareholders of this Corporation may vote their shares of stock cumulatively.

Each shareholder desirous of voting cumulatively shall have a total number of votes which is equal to the number of shares of stock with voting rights multiplied by the number of directors to be elected. Each shareholder may cast all his votes for a single director, or may divide his votes in any manner between or among two or more nominees for directors. Each shareholder shall not be required to vote all his votes, but if his total number of votes cast exceeds the number to which he is entitled, all of his votes shall be invalid.

Nominees for directors receiving the highest total number of votes shall be elected directors, up to the number needed to fill the vacancies. No director need receive a majority of votes to be elected.

In the event there is a tie for the last director vacancy, then those nominees who are tied shall be the subject of a runoff election, to be held within ten (10) days of the shareholders' meeting, at which election cumulative voting shall be in effect.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 9th day of September, 1988, at TEN, TWENTY A.M., and at said spe-

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cial meeting of the shareholders, said amendment to the Certificate of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be filed in its name by its President and its corporate seal to be affixed and attested by its Secretary on this 9th day of September, 1988.

SOPHISTICATED SOFTWARE, INC.

By: Mark A. Arner
Mark A. Arner, Its President

ATTEST:

(Corporate Seal)

By: Mary A. Arner
Mary A. Arner, Its Secretary

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I, an officer authorized to take acknowledgements according to the laws of the State of Florida, duly qualified and acting, hereby certify that MARK A. ARNER and MARY A. ARNER as President and Secretary, respectively, of SOPHISTICATED SOFTWARE, INC., to me personally known, this date acknowledged before me that they executed the foregoing Articles of Amendment of Articles of Incorporation of SOPHISTICATED SOFTWARE, INC., as such officers of said corporation and they affixed the official seal of said corporation; and I further certify that I know the said persons making said acknowledgement to be the individuals described in and who executed said Certificate.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Clearwater, said County and State this 15th day of September, 1988.

Franklin A. Webb
Notary Public

My Commission Expires:

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST

CORPORATION

ANNUAL REPORT

1989



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

**NOT RECORDED
AND
FILED**

FEB 27 AM 10 22

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$35 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

ZIP + 4

J31850 7
SOPHISTICATED SOFTWARE, INC.
3200 EAST BAY DR.
LARGO, FL. 34641-2606

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Shareholder's

P.O. Box No. 22

City and State 23

Zip Code 24

3. Date of Report 09/05/1986

4. Date of Last Report 07/18/1988

P/D	ARNER, MARK A.	3200 EAST BAY DR #H	LARGO, FL
	SMITH, THOMAS D.	3200 EAST BAY DR #H	LARGO, FL
S/P/D	ARNER, MARY A.	3200 EAST BAY DR #H	LARGO, FL
I	ARNER, MARY A.	3200 EAST BAY DR #H	LARGO, FL
V	PIZZALATO, RICHARD	3200 EAST BAY DR. #H	LARGO, FL.
D	MERRIMAN, DANIEL	3200 EAST BAY DR #H	LARGO, FL.
P/S	BOBBY L. SMITH	3200 EAST BAY DR. #H	LARGO, FL
T	BECKY CRANFORD	3200 EAST BAY DR	LARGO, FL

REGISTERED AGENT INFORMATION

ARNER, MARK A.

~~3167 EAST BAY DR.~~ 3200 EAST BAY DR

SUITE H

LARGO, FL. 34641

FL

SIGNATURE

Registered Agent's Name and Address

DATE

10. If changing, enter new

1. Certify That: An Officer or Director of the Corporation has signed this report and the same is true and correct to the best of his knowledge and belief.

Signature: *Mark A. Arner*
MARK A ARNER
PRESIDENT

2/6/89
813 535 6199

\$5 Additional Fee
required for a
Certificate of Status



DIVISION OF CORPORATIONS
NOTICE OF INCOMPLETE ANNUAL REPORT

MAY 15, 1989

J31850 7

SOPHISTICATED SOFTWARE, INC.
3200 EAST BAY DR.
LARGO, FL 34641

Your 1989 Corporation Annual Report has been received by the Department of State. Section 607.357(1)(d), Florida Statutes requires you to include your Federal Employer Identification (FEI) number when filing the annual report. Our computer record indicates this information was not included on the above named corporation's annual report therefore it is considered incomplete. Please insert your FEI number in the lower portion of this notice and return to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

There is no additional fee to include the FEI number in the corporation's permanent record.

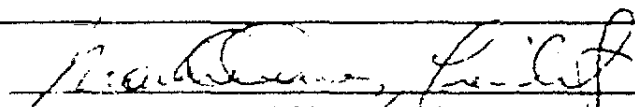
DOCUMENT NUMBER: J31850 7

CORPORATION NAME: SOPHISTICATED SOFTWARE, INC.

FEDERAL EMPLOYER IDENTIFICATION NUMBER 59-2715634

FEDERAL EMPLOYER IDENTIFICATION NUMBER APPLIED FOR: YES ☐ NO ☐

IF YOU DO NOT HAVE AN FEI NUMBER, GIVE EXPLANATION. _____


Signature of Officer or Director

NOTICE: THIS FORM MUST BE COMPLETED AND RETURNED PRIOR TO
JULY 15, 1989 OR THIS CORPORATION'S ANNUAL REPORT WILL BE CONSIDERED
INCOMPLETE AND INACCURATE.

KwM

FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST

APPROVED
PS-022433

CORPORATION
ANNUAL REPORT
1990



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

1990 MAR 20 AM 10 36

STATE
CORPORATION
DIVISION

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$35 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

J31850 7

ZIP + 4 PRESORT

SOPHISTICATED SOFTWARE, INC.
3200 EAST BAY DR.
LARGO, FL. 34641-2606

2. If Address in Block 1 is incorrect in any way, enter the correct address below. P.O. Box number alone is NOT sufficient. The NAME of the corporation can be changed only by filing an amendment.

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

09/05/1986

59-2715634

FBI Number Applied For
FBI Number Not Applicable

	NAME	ADDRESS	CITY AND STATE
P/D	ARNER, MARK A. Bobby E. Smith	3200 EAST BAY DR #H	LARGO, FL
D	SMITH, THOMAS D.	3200 EAST BAY DR #H	LARGO, FL
D	ARNER, MARY A.	3200 EAST BAY DR #H	LARGO, FL
V	PIZZALATO, RICHARD	3200 EAST BAY DR. #H	LARGO, FL.
D	MERRIMAN, DANIEL	3200 EAST BAY DR #H	LARGO, FL.
S/D	SMITH, BOBBIE Y	3200 EAST BAY DR #H	LARGO, FL

REGISTERED AGENT INFORMATION

ARNER, MARK A. Bobby E. Smith
3200 EAST BAY DRIVE SUITE H
LARGO, FL. 34641

I, the undersigned, being a resident of the State of Florida, do hereby certify that the foregoing is a true and correct copy of the annual report of the corporation named herein, as the same appears from the records of the State of Florida, and that the same has been filed for the purpose of complying with the provisions of Chapter 407, F.S.

SIGNATURE

Bobby E. Smith

DATE 2/8/90

Signature

Bobby E. Smith

2/8/90

\$5 Annual Fee
required for a

**FILE NOW! CORPORATE STATUS WILL BE
DELINQUENT AFTER JULY 1ST.**

**CORPORATION
ANNUAL REPORT
1991**



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
FL. DEPT. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FL.
FILED

Read Instructions on Other Side Before Making Entries
FILING FEE OF \$61.25 REQUIRED

1. Name and Mailing Address of Corporation **DOCUMENT # J31850 (7)**
ZIP + 4 PRESORT
SOPHISTICATED SOFTWARE, INC.
3200 EAST BAY DR.
LARGO, FL. 34641-1925

DO NOT WRITE IN THIS SPACE
2. If Address in Block 1 is incorrect in any way, enter the correct address below. P.O. Box is acceptable. The NAME of the corporation can be changed only by filing an amendment.
21. Street Address **19337 U.S. Hwy 19 N. Suite 100**
22. P.O. Box No.
23. City and State **CLEARWATER, FL**
24. Zip Code **34624**

3. Filing Date of Qualifying Event **09/05/1986** 4. FEE Number **59-2715634** 5. FEE Number Applicable For **\$8.75 Additional Fee, required for a Certificate of Status**
6. Filing Method **CERTIFICATE OF STATUS DESIRED**

No.	Name of Officers and Directors	Address	City and State
1. P/D	SMITH, BOBBY E.	3200 EAST BAY DR #H	LARGO, FL
2. C	WALLACE, CELIA A	3715 DAUPHIN ST	MOBILE, AL
3. D	SMITH, THOMAS D.	3200 EAST BAY DR #H	LARGO, FL
4. VC	SUCHER, RANDY	3715 DAUPHIN ST	MOBILE, AL
5. D	ARNER, MARY A.	3200 EAST BAY DR #H	LARGO, FL
6. P/S	SMITH, BOBBY E.	3715 DAUPHIN ST	MOBILE, AL
7. E/V/C	PIZZALATO, RICHARD	3200 EAST BAY DR. #H	LARGO, FL
8. V	PIZZOLATO, RICHARD	3715 DAUPHIN ST	MOBILE, AL
9. D	MERRIMAN, DANIEL	3200 EAST BAY DR #H	LARGO, FL
10. T	CRAWFORD, REBECCA	3715 DAUPHIN ST	MOBILE, AL
11. S/D	SMITH, BOBBY	3200 EAST BAY DR #H	LARGO, FL

REGISTERED AGENT INFORMATION

SMITH, BOBBY E.
3200 EAST BAY DRIVE SUITE H
LARGO, FL. 34641

Rich Pizzolato
19337 U.S. Hwy 19 N Suite 100

CLEARWATER FL 34624

9. Pursuant to the provisions of Chapter 607, Florida Statutes, I hereby certify that the foregoing information is true and correct.

SIGNATURE

SIGNATURE

Typed Name of Signing Officer or Director
BOBBY E SMITH

DATE

2/25/91
205 1460-5280

FILING FEE OF \$61.25 REQUIRED—Make Checks Payable To: Secretary of State **\$8.75 Additional Fee required for a Certificate of Status**

J 31850

Secretary Of State
Divsn Of Corp-Annl Rprts Sect
P.O. Box 1500
Tallahassee, Fl 32302-1500

RE : BILLING ADDRESS CHANGE

Dear SSI Vendor ,

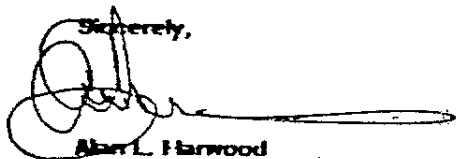
Please accept this as notice that due to changes in procedure, all future billings and/or billing inquiries to Sophisticated Software, Inc. should be mailed to the following address :

Sophisticated Software, Inc.
c/o Corporate Accounts Payable
3715 Dauphin Street, Suite 500
Mobile, Alabama 36608

Phone - (205) 460 - 5354
AP Contact Person - Vickie Hendrix

In addition, SSI will be using a Purchase Order system so we are asking you to request a P.O. number when SSI places orders for product or services (if applicable). These changes are effective September 16, 1991 and we appreciate your cooperation.

Sincerely,



Alan L. Harwood
Director of Financial Operations
Communications Division, Southern Medical Health Systems, Inc

CORPORATION
ANNUAL REPORT
1992



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

HH-542

APPROVED
REC. OF STATE
INCORPORATIONS DIV.
TALLAHASSEE, FLA.
FILED

Read Instructions on Other Side Before Making Entries
FILING FEE \$61.25 Make Payable To: Secretary of State

1. Name and Mailing Address of Corporation DOCUMENT #J31850 (7)

SOPHISTICATED SOFTWARE, INC.
3715 DAUPHIN STREET, SUITE 500
MOBILE AL 36608-1773

2. $\frac{d}{dt} \left(\frac{1}{2} m v^2 \right) = \frac{1}{2} m \frac{d}{dt} (v^2) = m v \frac{dv}{dt} = m v a$
 The work done by the force F is $W = \int F dx$
 The work done by the force F is $W = \int F dx$
 The work done by the force F is $W = \int F dx$

21 Mr. J. J. Andrews

22 (f) (3) (A)

23 January State

24 Zip Code

3. Do you intend to pay a qualified
life insurance premium?

09/05/1986

32

04/08/1991

59-2715634

11/11/2014

6. $F = \frac{1}{2} \rho v^2$ (dynamic pressure)

\$.

\$8.75 Additional Fee required
• for a Certificate of Status

CHECK # STATUS DESIGNED

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REGISTERED AGENT INFORMATION

PIZZOLATO, RICH
19337 US HWY 19 N.
SUITE 100
CLEARWATER, FL 34624

5

5630 · J. Neurosci., September 24, 2008 · 28(39):5623–5630

18

11

SIGNATURE

THE UNIVERSITY OF CHICAGO PRESS

12. Should you wish to enter into the Federal Energy Regulatory Commission's "fast-track" process, you will pay an additional \$5,000 to the filing fee.

J31850

REAMS, PHILIPS, BROOKS,
SCHELL, GASTON & HUDSON, P.C.

LAWYERS AND PROCTORS

PILLANS BUILDING

3662 DAUPHIN STREET

MOBILE, ALABAMA

January 28, 1993

W. DEWITT REAMS

ANDREW L. PHILIPS, JR.

JAMES D. BROOKS

SIDNEY H. SCHELL

GEARY A. GASTON

VICTOR T. HUDSON

C. ROBERT GOTTLEBER, JR.

JOHN R. NIX

RICHARD L. REED

WILLIAM W. WATTS, III

DAVID M. O'BRIEN

A. LEWIS PHILIPS, III

KENNETH A. WATSON

NEWLY ADMITTED IN

* CALIFORNIA

* FLORIDA AND MISSISSIPPI

FEDERAL EXPRESS

PALMER PILLANS (1876-1976)

JOHN H. TAPPAN (OF COUNSEL)

(1) ROSE F. WOOD (OF COUNSEL)

DONNERRAE H. ROBERTS (OF COUNSEL)

MAIL TO:

P.O. Box 8158

MOBILE, ALABAMA 36608

TELEPHONE (205) 344-4721

TELEX 782025

TELECOPIER (205) 343-9760

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32301

200000110422
-02/01/93--01112--002
***210.00 ***210.00

RE: Articles of Merger of Various Corporation
into Sophisticated Software, Inc., a
Florida Corporation

Dear Sir or Madam:

Enclosed herewith please find original and one
photocopy of Articles of Merger of Advanced Collection
Services, Inc., Advanced Communications Technology, Inc.,
ACT of Mobile, Inc., Springhill Computer Services, Inc., and
ACS Management Services, Inc. into Sophisticated Software,
Inc., together with our firm's check in the amount of
\$210.00 (being \$35.00 for each of the six corporations
involved in the merger).

Please also note that the Articles of Merger include a
change of name for the surviving corporation from
"Sophisticated Software, Inc." to "The SSI Group, Inc."

We need to have the merger filed as of close of business
on Friday, January 29, 1993.

Should there be any questions or problems concerning
any of these matters, please do not hesitate to contact me
at the address or phone number stated above.

Very truly yours

RICHARD L. REED
For the Firm

Merger & Anname

RLR:map
Enclosures

AK's name

AK's name

Velma

FILED
93 JAN 29 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
ADVANCED COLLECTION SERVICES, INC.,
ADVANCED COMMUNICATIONS TECHNOLOGY, INC.,
ACT OF MOBILE, INC., SPRINGHILL COMPUTER
SERVICES, INC., AND ACS MANAGEMENT SERVICES, INC.
INTO SOPHISTICATED SOFTWARE, INC.

Pursuant to § 607.1105 of the Florida Statutes,
§ 10-24-140 of the Code of Alabama, and § 252 of the Delaware Business Corporation Law, the undersigned Corporations, Sophisticated Software, Inc., a Florida Corporation, and Advanced Collection Services, Inc., a Delaware Corporation, Advanced Communications Technology, Inc., A Delaware Corporation, ACT of Mobile, Inc., a Delaware Corporation, Springhill Computer Services, Inc., an Alabama Corporation, incorporated in Mobile County, Alabama; and ACS Management Services, Inc., a Delaware Corporation, adopt the following Articles of Merger for the purpose of merging Advanced Collection Services, Inc., Advanced Communications Technology, Inc., ACT of Mobile, Inc., Springhill Computer Services, Inc., and ACS Management Services, Inc., into Sophisticated Software, Inc.:

PLAN OF MERGER

The Plan of Merger setting forth the terms and conditions of the merger of Advanced Collection Services, Inc., Advanced Communications Technology, Inc., ACT of Mobile, Inc., Springhill Computer Services, Inc., and ACS Management Services, Inc., into Sophisticated Software, Inc., is attached to these Articles as an exhibit and incorporated

herein by reference.

ADOPTION OF PLAN

- (a) There are 10,000 shares of Common Stock, each of \$.10 par value of Advanced Collection Services, Inc., that were entitled to vote on the Plan of Merger. 10,000 shares were voted in favor of the Plan of Merger and 0 shares were voted against the Plan of Merger at a special meeting of the shareholders of Advanced Collection Services, Inc., held on December 15, 1992.
- (b) There are 710 shares of Common Stock, each of \$.10 par value of Advanced Communications Technology, Inc., that were entitled to vote on the Plan of Merger. 710 shares were voted in favor of the Plan of Merger and 0 shares were voted against the Plan of Merger at a special meeting of the shareholders of Advanced Communications Technology, Inc., held on December 15, 1992.
- (c) There are 10,000 shares of Common Stock, each of \$.10 par value of ACT of Mobile, Inc., that were entitled to vote on the Plan of Merger. 10,000 shares were voted in favor of the Plan of Merger and 0 shares were voted against the Plan of Merger at a special meeting of the shareholders of ACT of Mobile, Inc., held on December 15, 1992.
- (d) There are 1,000 shares of Common Stock, each of \$1.00 par value of Springhill Computer Services, Inc., that were entitled to vote on the Plan of Merger. 1,000 shares were voted in favor of the Plan of Merger and 0 shares were voted against the Plan of Merger at a special meeting of the shareholders of Springhill Computer Services, Inc., held on December 15, 1992.
- (e) There are 10,000 shares of Common Stock, each of \$.10 par value of ACS Management Services, Inc., that were entitled to vote on the Plan of Merger. 10,000 shares were voted in favor

of the Plan of Merger and 0 shares were voted against the Plan of Merger at a special meeting of the shareholders of ACS Management Services, Inc., held on December 15, 1992.

- (f) There are 238,963 shares of Common Stock, each of \$.01 par value of Sophisticated Software, Inc., that were entitled to vote on the Plan of Merger. 238,963 shares were voted in favor of the Plan of Merger and 0 shares were voted against the Plan of Merger at a special meeting of the shareholders of Sophisticated Software, Inc., held on December 15, 1992.

The Plan of Merger shall be effective on the filing of these Articles with the Department of State or, if later, at 11:59 p.m. on January 31, 1993. In either event, for the internal accounting and tax purposes of the Merging and Surviving Corporation, the merger shall be treated as being effective as of 11:59 p.m., January 31, ¹⁹1993.

COMPLIANCE WITH LAWS OF ALL STATES

(a) The laws of the State of Alabama, the jurisdiction of organization of Springhill Computer Services, Inc., permit the merger contemplated by the Plan of Merger and the laws of the State of Alabama have been or upon fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Alabama will have been complied with.

(b) The laws of the State of Delaware, the jurisdiction of organization of Advanced Collection Services, Inc.,

Advanced Communications Technology, Inc., ACT of Mobile, Inc., and ACS Management Services, Inc., permit the merger contemplated by the Plan of Merger and the laws of the State of Delaware have been or upon fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Delaware will have been complied with.

(c) The laws of the State of Florida, the jurisdiction of organization of Sophisticated Software, Inc., permit the merger contemplated by the Plan of Merger and the laws of the State of Florida have been or upon fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Florida will have been complied with.

SERVICE OF PROCESS

(a) Sophisticated Software, Inc., agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Advanced Collection Services, Inc., Advanced Communications Technology, Inc., ACT of Mobile, Inc., and ACS Management Services, Inc., and in any proceeding for the enforcement of the rights of a dissenting shareholder of Advanced Collection Services, Inc., Advanced Communications Technology, Inc., ACT of Mobile, Inc., and ACS Management Services, Inc., against Sophisticated Software, Inc.

(b) Sophisticated Software, Inc., irrevocably appoints

the Secretary of State of Delaware as its agent to accept service of process in any proceeding with respect to those matters set forth in subparagraph (a) above. The Secretary of State may forward a copy of process to Sophisticated Software, Inc., c/o Randy Sucher, 3715 Dauphin Street, Suite 700, Mobile, Alabama 36608.

(c) Sophisticated Software, Inc., agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of Springhill Computer Services, Inc., and in any proceeding for the enforcement of the rights of a dissenting shareholder of Springhill Computer Services, Inc., against Sophisticated Software, Inc.

(d) Sophisticated Software, Inc., irrevocably appoints the Secretary of State of Alabama as its agent to accept service of process in any proceeding with respect to those matters set forth in subparagraph (c) above. The Secretary of State may forward a copy of process to Sophisticated Software, Inc., c/o Randy Sucher, 3715 Dauphin Street, Suite 700, Mobile, Alabama 36608.

AMENDMENT TO ARTICLES OF INCORPORATION
OF SURVIVING CORPORATION

Effective as of the effective date of the merger, the Articles of Incorporation of Sophisticated Software, Inc.

shall be and hereby are amended to provide that the name of
the Corporation shall henceforth be:

The SSI Group, Inc.

IN WITNESS WHEREOF, each of the undersigned corpora-
tions has caused these Articles to be signed as of

January 28, 1993

ADVANCED COMMUNICATIONS
TECHNOLOGY, INC.

ATTEST:

Rebecca Sanford
(CORPORATE SEAL)

BY: Bobby E. Smith
ITS President - Bobby E. Smith

ACT OF MOBILE, INC.

ATTEST:

Rebecca Sanford
(CORPORATE SEAL)

BY: Bill A. Mason
ITS PRESIDENT - Bill A. Mason

SPRINGHILL COMPUTER SERVICES, INC.

ATTEST:

Rebecca Sanford
(CORPORATE SEAL)

BY: Bill A. Mason
ITS President - Bill A. Mason

ACS MANAGEMENT SERVICES, INC.

ATTEST:

Rebecca Sanford
(CORPORATE SEAL)

BY: Bill A. Mason
ITS PRESIDENT - Bill A. Mason

SOPHISTICATED SOFTWARE, INC.

ATTEST:

BY: Billy E. Smith
ITS PRESIDENT - Billy E. Smith

Rebecca Crawford
(CORPORATE SEAL)

ADVANCED COLLECTION SERVICES, INC.

ATTEST:

BY: Bill A. Mason
ITS PRESIDENT - Bill A. Mason

Rebecca Crawford
(CORPORATE SEAL)

VERIFICATION

The undersigned officers of ACT of Mobile, Inc., Advanced Collection Services, Inc., Advanced Communications Technology, Inc., ACS Management Services, Inc., Springhill Computer Services, Inc., and Sophisticated Software, Inc., do hereby certify and verify that the foregoing Articles of Merger were duly adopted by the Corporation and that all statements contained in the Articles are true and correct.

Rebecca Crawford
The Secretary of
ACS MANAGEMENT SERVICES, INC.

Rebecca Crawford
The Secretary of
ACT OF MOBILE, INC.

Rebecca Crawford
The Secretary - Rebecca Crawford of
SPRINGHILL COMPUTER SERVICES,
INC.

Rebecca Crawford
The Secretary - Rebecca Crawford of
ADVANCED COLLECTION SERVICES,
INC.

Billy E. Smith
The Secretary - Billy E. Smith of
SOPHISTICATED SOFTWARE, INC.

Rebecca Crawford
The Secretary - Rebecca Crawford of
ADVANCED COMMUNICATIONS
TECHNOLOGY, INC.

STATE OF ALABAMA

COUNTY OF MOBILE

Sworn to and verified before me this 28th day of
January, 1993.

Leresa S. Walters
NOTARY PUBLIC
My Commission Expires: 8-22-93

PLAN AND AGREEMENT OF MERGER
OF
ADVANCED COLLECTION SERVICES, INC., ADVANCED
COMMUNICATIONS TECHNOLOGY, INC., ACT OF MOBILE, INC.
SPRINGHILL COMPUTER SERVICES, INC. AND
ACS MANAGEMENT SERVICES, INC.
INTO
SOPHISTICATED SOFTWARE, INC.

This Plan and Agreement of Merger ("Agreement") is made this 25th day of JANUARY, 1992, by and among ADVANCED COLLECTION SERVICES, INC., a Delaware Corporation ("ACS"); ADVANCED COMMUNICATIONS TECHNOLOGY, INC., a Delaware Corporation ("ACT"); ACT OF MOBILE, INC., a Delaware Corporation ("ACTM"); SPRINGHILL COMPUTER SERVICES, INC., an Alabama Corporation ("SCS"); ACS MANAGEMENT SERVICES, INC., a Delaware Corporation ("ACSMS"); and SOPHISTICATED SOFTWARE, INC., a Florida Corporation ("SSI"). ACS, ACT, ACTM, SCS and ACSMS are sometimes referred to herein as the "Merging Corporations" and SSI is sometimes referred to herein as the "Surviving Corporation."

W I T N E S S E T H

WHEREAS, SOUTHERN MEDICAL HEALTH SYSTEMS, INC. ("SMHS") owns, directly or indirectly, 100% of all classes of the capital stock of the Merging Corporations and the Surviving Corporation; and

WHEREAS, SMHS, the Surviving Corporation and each of the Merging Corporations desires that the Merging Corporations and the Surviving Corporation be combined into a

EXHIBIT

single corporation with the Surviving Corporation as the survivor, all upon and subject to the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties do hereby agree as follows:

1. Plan of Merger.

1.1. A plan of merger of the Merging Corporations into the Surviving Corporation, pursuant to § 252 of the Delaware Business Corporation Law, § 10-2A-140 of the Alabama Code, § 607.1101 of the Florida statutes and § 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

(a) Each and all of the Merging Corporations shall be merged with and into the Surviving Corporation, with the survivor to exist and be governed by the laws of the State of Florida.

(b) Following the merger, the name of the Surviving Corporation shall be THE SSI GROUP, INC.

(c) When this Agreement become effective, the separate corporate existence of each of the Merging Corporations shall cease, and the surviving corporation shall succeed without other transfer to all the rights and property of each and all of the Merging Corporations and shall be subject to all the debts and liabilities of each of the

Merging Corporations in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property effected by the liens immediately prior to the merger.

(d) The Surviving Corporation will continue to carry on business with the assets of each of the Merging Corporations, as well as with its own assets.

(e) SMHS shall surrender, or cause to be surrendered, all of the shares of the Merging Corporations in the manner hereinafter set forth.

(f) Inasmuch as SMHS already owns 100% of the issued and outstanding capital stock of all classes of all of the constituent corporations, no additional shares or other compensation shall be issued or paid in consideration of the surrender of the shares of the Merging Corporations.

(g) All issued and outstanding shares of the Surviving Corporation prior to the effective date shall remain outstanding after the effective date and no additional shares shall be issued.

(h) The Articles of Incorporation of SSI, as existing on the effective date of the merger, shall continue in full force as Articles of Incorporation of the Surviving Corporation, (with the amendment of SSI's name, as stated

above), until altered, amended or repealed as provided in the Articles or as provided by law.

1.2. The effective date of the merger ("Effective Date") shall be the date when the Articles of Merger are filed by the Department of State or, if later, 11:59 P.M. on January 31, 1993. Provided, that, in any event, for internal accounting and tax purposes, the merger shall be deemed effective as of 11:59 p.m., January 31, 1993.

1.3. This Agreement shall be submitted to the Shareholders of the Surviving Corporation and each of the Merging Corporations for approval, if required by, and in the manner provided by, the laws of their respective states of incorporation.

2. Effect upon Shares of Corporations. On the effective date, the following shall occur with respect to the shares of the Merging Corporations and the Surviving Corporation:

(a) All issued and outstanding shares of each of the Merging Corporations shall be cancelled.

(b) No new or additional shares of the Surviving Corporation shall be issued.

3. Directors and Officers.

(a) (1) The present Board of Directors of the Surviving Corporation shall continue to serve as the Board

as Advanced Communications Technology, Inc. may from time to time request in writing.

(d) In the case of ACT of Mobile, Inc., to: ACT of Mobile, Inc., c/o Randy Sucher, 3715 Dauphin Street, Suite 700, Mobile, Alabama 36608, or to such other person or address as ACT of Mobile, Inc. may from time to time request in writing.

(e) In the case of Springhill Computer Services, Inc., to: Springhill Computer Services, Inc., c/o Randy Sucher, 3715 Dauphin Street, Suite 700, Mobile, Alabama 36608, or to such other person or address as Springhill Computer Services, Inc. may from time to time request in writing.

(f) In the case of ACS Management Services, Inc., to: ACS Management Services, Inc., c/o Randy Sucher, 3715 Dauphin Street, Suite 700, Mobile, Alabama 36608, or to such other person or address as ACS Management Services, Inc. may from time to time request in writing.

7. Entire Agreement; Counterparts This Agreement and the exhibits to this Agreement contain the entire Agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

8. Controlling Law. The validity, interpretation and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Alabama.

IN WITNESS WHEREOF, this Agreement was executed on the 25th day of June, 1992.

ADVANCED COLLECTION SERVICES, INC.

ATTEST:

BY: Bill J. Hinn
ITS PRESIDENT

Rebecca Crawford
(CORPORATE SEAL)

ADVANCED COMMUNICATIONS
TECHNOLOGY, INC.

ATTEST:

BY: Brian C. Hurd
ITS President

Rebecca Crawford
(CORPORATE SEAL)

ACT OF MOBILE, INC.

ATTEST:

BY: Bill J. Hinn
ITS PRESIDENT

Rebecca Crawford
(CORPORATE SEAL)

SPRINGHILL COMPUTER SERVICES, INC.

ATTEST:

BY: Bill J. Hinn
ITS PRESIDENT

Rebecca Crawford
(CORPORATE SEAL)

ACS MANAGEMENT SERVICES, INC.

ATTEST:

Rebecca Sanford

(CORPORATE SEAL)

ATTEST:

Rebecca Sanford

(CORPORATE SEAL)

BY:

Billy Pham
ITS PRESIDENT

SOPHISTICATED SOFTWARE, INC.

BY:

Brian S. Smith
ITS PRESIDENT

575#
2-21159

J-31850

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ADVANCED COLLECTION SERVICES, INC., a Delaware corporation, P06065

ACS MANAGEMENT SERVICES, INC., a Delaware corporation, not qualified in Florida

SPRINGHILL COMPUTER SERVICES, INC., an Alabama corporation, not qualified in Florida

ACT OF MOBILE, INC., a Delaware corporation, not qualified in Florida

ADVANCED COMMUNICATIONS TECHNOLOGY, INC., a Delaware corporation not qualified in Florida

INTO

SOPHISTICATED SOFTWARE, INC. which changed its name to

THE SSI GROUP, INC., a Florida corporation, J31850.

File date: January 29, 1993

Corporate Specialist: Velma Shepard

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER JULY 28, 1993.
AMOUNT DUE ON OR BEFORE 7/25/93: \$225 (IF DISSOLVED) MINIMUM AMOUNT DUE TO REINSTATE: \$375

CORPORATE
ANNUAL REPORT
1993



DOCUMENT # J31850

THE SSI GROUP, INC.
3715 DAUPHIN STREET, SUITE 500-
MOBILE AL 36608

APPROVED
AND
FILED

93 JUN 23 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. FILING FEE \$225.00		Annual Report \$61.25 + \$138.75 Corporation Supplemental Fee + \$25.00 Late Fee MAKE CHECK PAYABLE TO DEPARTMENT OF STATE	
2. NAME OF CORPORATION	3. DATE OF FILING	4. STATE OF INCORPORATION	5. DATE OF EXPIRATION
11. 1551 OLD SHELL RD.	09/05/1986	59-2715634	03/05/1992
22. MOBILE AL	26. 3715 DAUPHIN STREET, SUITE 500	6. CHECK ONE: <input checked="" type="checkbox"/> Foreign <input type="checkbox"/> Domestic	7. <input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees <input type="checkbox"/> \$138.75 Supplemental Fee Not Required
24. 36608	25. US	28. MOBILE AL	29. 36608
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
-PIZZOLATO, RICH- -19337 US HWY 19 N.- -SUITE 100- -CLEARWATER FL 34624-		A. WADE JAMES 111 SECOND AVE. N.E. SUITE 600 ST. PETERSBURG FL 33701	
12. SIGNATURE OF CURRENT REGISTERED AGENT 		13. SIGNATURE OF NEW REGISTERED AGENT 	
14. NAME OF CURRENT REGISTERED AGENT WALLACE, CELIA A. 3715 DAUPHIN ST. MOBILE AL		15. NAME OF NEW REGISTERED AGENT WADE, JAMES A. 111 SECOND AVE. N.E. SUITE 600 ST. PETERSBURG FL 33701	
16. NAME OF CURRENT REGISTERED AGENT V/C SUCHER, RANDY 3715 DAUPHIN ST. MOBILE AL		17. NAME OF NEW REGISTERED AGENT P/S SMITH, BOBBY E. 3715 DAUPHIN ST. MOBILE AL	
18. NAME OF CURRENT REGISTERED AGENT V PIZZOLATO, RICHARD 3715 DAUPHIN ST. MOBILE AL		19. NAME OF NEW REGISTERED AGENT T CRAWFORD, REBECCA 3715 DAUPHIN ST. MOBILE AL	
20. NAME OF CURRENT REGISTERED AGENT 21. NAME OF CURRENT REGISTERED AGENT 23. NAME OF CURRENT REGISTERED AGENT 27. NAME OF CURRENT REGISTERED AGENT 31. NAME OF CURRENT REGISTERED AGENT 35. NAME OF CURRENT REGISTERED AGENT 39. NAME OF CURRENT REGISTERED AGENT 43. NAME OF CURRENT REGISTERED AGENT 47. NAME OF CURRENT REGISTERED AGENT 51. NAME OF CURRENT REGISTERED AGENT 55. NAME OF CURRENT REGISTERED AGENT 59. NAME OF CURRENT REGISTERED AGENT 63. NAME OF CURRENT REGISTERED AGENT 67. NAME OF CURRENT REGISTERED AGENT 71. NAME OF CURRENT REGISTERED AGENT 75. NAME OF CURRENT REGISTERED AGENT 79. NAME OF CURRENT REGISTERED AGENT 83. NAME OF CURRENT REGISTERED AGENT 87. NAME OF CURRENT REGISTERED AGENT 91. NAME OF CURRENT REGISTERED AGENT 95. NAME OF CURRENT REGISTERED AGENT 99. NAME OF CURRENT REGISTERED AGENT		24. I certify that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am a resident of the State of Florida.	

SIGNATURE:

Bobby E. Smith 6/1/93 205-432-3032

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1994



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
AND
FILED
94 FEB -2 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Corporation Name
THE SSI GROUP, INC.

DOCUMENT #
J31850 (7)

Mailing Address
1551 OLD SHELL RD
MOBILE AL 36604
US

Principal Place of Business
1551 OLD SHELL RD
MOBILE AL 36604
US

DO NOT WRITE IN THIS SPACE

If active in business, are incorrect in any way, law through incorrect information and enter correction below.

2. Mailing Address	2a. Principal Place of Business	3. Date Incorporated or Qualified	3a. Date of Last Report
21. State, Act #, etc.	2b. State, Act #, etc.	09/05/1986	07/23/1993
22. City & State	27. City & State	4. FBI Number	Applied For
23. Zip	28. Zip	59-2715634	Not Applicable
24. Country	29. Country	6. Certificate of Status Desired	7. Nonprofit Exempt from \$38.75 Supplemental Fee
		\$8.75 Additional Fee Reimbursement <input checked="" type="checkbox"/>	<input type="checkbox"/>
		8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes	9. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>
		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
JAMES A. WADE 111 SECOND AVE. NE STE 600 ST. PETE FL 33701	81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 84. City, State, Zip Code FL

11. I warrant to the provisions of Sections 607.0502 and 607.0503 or Sections 607.0502 and 607.0503, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, in both in the State of Florida. Such change was authorized by the corporation's board of directors, which authorizes the appointment as registered agent, I am familiar with and act on the behalf of the corporation of Section 607.0505 or 607.0503, Florida Statutes.

SIGNATURE OF Registered Agent: _____ DATE: _____

12. OFFICERS AND DIRECTORS		13. CHANGES TO OFFICERS AND DIRECTORS IN 12	
11. TITLE	C	11. TITLE	
12. NAME	WALLACE, CELIA A.	12. NAME	
13. STREET ADDRESS	3715 DAUPHIN ST.	13. STREET ADDRESS	
14. CITY, ST, ZIP	MOBILE AL	14. CITY, ST, ZIP	
21. TITLE	VIC	21. TITLE	
22. NAME	SUCHER, RANDY	22. NAME	
23. STREET ADDRESS	3715 DAUPHIN ST.	23. STREET ADDRESS	
24. CITY, ST, ZIP	MOBILE AL	24. CITY, ST, ZIP	
31. TITLE	P/S	31. TITLE	
32. NAME	SMITH, BOBBY E.	32. NAME	
33. STREET ADDRESS	3715 DAUPHIN ST.	33. STREET ADDRESS	
34. CITY, ST, ZIP	MOBILE AL	34. CITY, ST, ZIP	
41. TITLE	V	41. TITLE	
42. NAME	PIZZOLATO, RICHARD	42. NAME	
43. STREET ADDRESS	3715 DAUPHIN ST.	43. STREET ADDRESS	
44. CITY, ST, ZIP	MOBILE AL	44. CITY, ST, ZIP	
51. TITLE	T	51. TITLE	
52. NAME	CRAWFORD, REBECCA	52. NAME	
53. STREET ADDRESS	3715 DAUPHIN ST.	53. STREET ADDRESS	
54. CITY, ST, ZIP	MOBILE AL	54. CITY, ST, ZIP	
61. TITLE		61. TITLE	
62. NAME		62. NAME	
63. STREET ADDRESS		63. STREET ADDRESS	
64. CITY, ST, ZIP		64. CITY, ST, ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and is true and correct. I warrant to the provisions of Section 119.07(2)(a), Florida Statutes, I release the Division of Corporations from any liability, which compliance with Section 119.07(2)(a) in the filing of this information is deemed exempt from public access. I further certify that the information indicated on this annual report or supplemental annual report is true and correct and that my signature shall have the same legal effect as if made under oath, that I have fulfilled all obligations concerning, examined, certified, or prepared by Chapter 119, Florida Statutes, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 or Chapter 611, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: BOBBY E. SMITH DATE: 2/26/94 205-432-3052

J31850

The Law Offices
of

A. WADE JAMES, P.A.

216 Mirror Lake Drive
St. Petersburg, Florida 33701

A. Wade James
Kathleen S. Ford*

*Also licensed in Texas and D.C.

May 3, 1994

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: The SSI Group, Inc.
Registered Agent

Dear Sir or Madam:

Enclosed is the Statement of Change of Registered Office or Registered Agent or both for Corporations updating my address as Registered Agent for The SSI Group, Inc.

Thank you for your assistance. If you have any question, please do not hesitate to contact me. I remain,

Very truly yours,


A. WADE JAMES

AWJ:gb

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

94 JUN -1 AM 10:54

Please correspond to:

P.O. Box 10070
St. Petersburg, FL 33733
Phone (813) 823-1144
Fax (813) 823-0893

600001190946
-06/02/94--01086--020
*****35.00 *****35.00

Rachy
me
6-1

RECEIVED
94 MAY -9 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

May 18, 1994

A. WADE JAMES
P.O. BOX 10070
ST. PETERSBURG, FL 33733

SUBJECT: THE SSI GROUP, INC.
Ref. Number: J31850

We have received your document for THE SSI GROUP, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan
Corporate Specialist

Letter Number: 494A00024089

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: The SSI Group, Inc.

1b. The mailing address of the corporation is : 19337 U.S. 19 North, Suite 100,
Clearwater, Florida 34624

1c. Date of incorporation: 9/5/86 Document number: J31850

2. The name and address of the current registered agent and office:

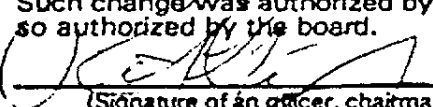
A. Wade James, Esquire
111 Second Avenue Northeast
Suite 600
St. Petersburg, Florida 33701

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

A. Wade James, Esquire
216 Mirror Lake Drive
St. Petersburg, Florida 33701

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or
vice chairman of the board)

RICHARD PIZZOLATO
Executive Vice-President

(Printed or typed name and title)

April 28, 1994

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

A. WADE JAMES, Registered Agent
THE SSI GROUP, INC.

May 3, 1994

(Date)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILED STATE'S
SECRETARY OF CORPORATIONS
94 JUN -1 AM 10:54

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthern
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -7 AM 10:53

DOCUMENT # J31850

(7)

1. Corporation Name

THE SSI GROUP, INC.

Principal Place of Business

1391 OLD SHELL RD
MOBILE AL 36604
US

Mailing Address

1391 OLD SHELL RD.
MOBILE AL 36604
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

09/05/1986

3a. Date of Last Report

02/02/1994

4. FEI Number

59-2715634

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under S. 199 (32),
Florida Statutes ☒ Yes ☐ No

2. Principal Officers

2a. Mailing Address

2b. Street Address

2c. City, State, Zip

2d. Title

2e. Title

2f. Title

2g. Title

2h. Title

2i. Title

9. Name and Address of Current Registered Agent

JAMES A. WADE
216 MIRROR LAKE DR.
ST. PETE FL 33701

10. Name and Address of New Registered Agent

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83. City

84. State

FL

85. Zip Code

11. I am hereby certifying that the information contained in this report is true and accurate and that my signature shall have the same legal effect as if made under oath. I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 of this report.

SIGNATURE OF

12. OFFICERS AND DIRECTORS

13. ADDITIONS CHANGES TO OFFICERS AND DIRECTORS IN 12

☐ Change ☐ Addition

☐ Change ☐ Addition

☐ Change ☐ Addition

☐ Change ☐ Addition

☐ Change ☐ Addition

☐ Change ☐ Addition

14. I do hereby certify that the information contained in this report is true and accurate and that my signature shall have the same legal effect as if made under oath. I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 of this report.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

(Bobby E. Smith)

4/3/95

(334)432-3032

J31850

REAMS, PHILIPS, BROOKS,
SCHELL, GASTON & HUDSON, P.C.

LAWYERS AND PROCTORS

PILLAGE BUILDING - 3662 DAUPHIN STREET

POST OFFICE BOX 8158

MOBILE, ALABAMA 36608

OFFICE USE ONLY

FILED
95 JUN 23 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

3000071495300
-05/23/95--01046--012
*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION (QUALIFICATION)	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Restated articles
RC
6/23

Examiner's Initials

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 625363 2498A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : June 23, 1995

ORDER TIME : 10:25 AM

ORDER NO. : 625363

CUSTOMER NO: 2498A

CUSTOMER: Richard Reed, Esq
Reams Vollmer Phillips Killion
3662 Dauphin Street
P. O. Box 8158
Mobile, AL 36608

DOMESTIC AMENDMENT FILING

NAME: THE SSI GROUP, INC.

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS: _____



RECEIVED

95 JUN 23 PM 12:45

FLORIDA DEPARTMENT OF STATE CORPORATION
Sandra B. Mortham
Secretary of State

June 1, 1995

REAMS, PHILIPS, BROOKS, ET AL
POST OFFICE BOX 8158
MOBILE, AL 36608

SUBJECT: THE SSI GROUP, INC.
Ref. Number: J31850

resubmit

We have received your document for THE SSI GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 495A00027461

ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
THE SSI GROUP, INC.

COMES NOW The SSI Group, Inc., a Florida corporation, by and through its President and Secretary, BOBBY E. SMITH and hereby certifies that:

1. The Board of Directors of said corporation, called and held on the 13th day of March, 1995, at 10:00 A.M., adopted the following resolution:

RESOLUTION

Be it resolved by the directors of The SSI Group Inc., a Florida corporation, that the Articles of Incorporation of the corporation be amended and restated to read as follows:

* * * * *

ARTICLE I. NAME

The name of the corporation shall be:

THE SSI GROUP, INC.

The principal place of business of the corporation in the State of Florida shall be 19337 U. S. Highway 19, Suite 100, Clearwater, FL 34624.

ARTICLES II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United

FILED
95 JUN 23 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

States, the State of Florida or any other state, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is two million (2,000,000) shares of common stock having \$0.01 par value per share. All stock when issued shall be fully paid and non-assessable.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the registered agent of the corporation at that address is CORPORATION SERVICE COMPANY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officers or director while acting in a corporate capacity.

ARTICLE VII. DIRECTORS

The business and affairs of the corporation shall be governed by a board of directors consisting of not less than three

(3), nor more than nine (9) members.

* * * * *

2. The foregoing Articles of Restatement, and the amendments contained therein, to the Articles of Incorporation, were duly adopted and approved by the sole shareholder of the corporation, on the 13th day of March, 1995.

IN WITNESS WHEREOF, said corporation has caused these Articles of Restatement to be filed in its name by its President and Secretary and its corporate seal to be affixed on this 13 day June, 1995.

(CORPORATE SEAL)

THE SSI GROUP, INC.

BY: Bobby E. Smith
BOBBY E. SMITH
ITS: PRESIDENT AND SECRETARY

STATE OF Alabama :
COUNTY OF Tulsa :

I, the undersigned notary public, in and for said county and state, hereby certify that BOBBY E. SMITH whose name as President and Secretary, of The SSI Group, Inc., a corporation, and who is known to me, acknowledged before me on this date that he executed the foregoing Articles of Restatement of the Articles of Incorporation of The SSI Group, Inc., as such officer of said corporation, that he affixed the official seal of said corporation thereon, that I know the said person making said acknowledgement to be the individual described in and who executed said certificate, and that said individual, being by me first duly sworn, did certify that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I hereunto set my hand and official seal
this 13 day of June, 1995.

(NOTARIAL SEAL)

Robbie H. Hansen
NOTARY PUBLIC
My commission expires: 11/14/98

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR THE SSI GROUP, INC.

CORPORATION SERVICE COMPANY

BY: Gail Shelby
ITS: GAIL SHELBY, ITS AGENT

FILED
95 JUN 23 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

CSC networks
PRITCHETT HALL
LEGAL & FINANCIAL SERVICES

J31850

ACCOUNT NO. : 0721000000032

REFERENCE : 921209 5012092

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : April 17, 1996

200001783912

ORDER TIME : 10:02 AM

ORDER NO. : 921303

CUSTOMER NO: 5012092

CUSTOMER: M. Pamela R. Welch
First American National Bank
First American Center
Multilateral Operations (82)
Nashville, TN 370030075

DOMESTIC AMENDMENT FILING

NAME: THE TRI GROUP, INC.

FILED
96 APR 17 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

☐ ARTICLE OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE SET AN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ FLAID (AMENDED COPY)
☐ PROPERLY ATTACHED TO PROOF OF FILING

CONTACT PERSON: TRACINE PERDUE

EXAMINER'S INITIALS:

4/17
[Signature]
Restated
Articles

ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
THE SSI GROUP, INC.

FILED
96 APR 17 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COMES NOW The SSI Group, Inc., a Florida corporation, by and through its President, Bobby E. Smith and Secretary, Debbie Short, and hereby certifies that:

1. The Board of Directors and Shareholders of said corporation, by written consents dated the 29th day of March, 1996, adopted the following resolution:

RESOLUTION

Be it resolved by the directors and shareholders of The SSI Group, Inc., a Florida corporation, that the Articles of Incorporation of the corporation be amended and restated to read as follows:

ARTICLE I. NAME

The name of the corporation shall be:

THE SSI GROUP, INC.

The principal place of business of the corporation in the State of Florida shall be 19337 U.S. Highway 19, Suite 100, Clearwater, FL 34624.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is two million (2,000,000) shares of common stock having \$0.01 par value per share. All stock when issued shall be fully paid and non-assessable.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the registered agent of the corporation at that address is CORPORATION SERVICE COMPANY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officers or director while acting in a corporate capacity.

ARTICLE VII. LIMITATION OF LIABILITY

To the full extent permitted by Florida law, as currently in effect or as it may be amended from time to time, no director of the corporation shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporation management or policy, by a director. Neither the amendment or repeal of this Article VII, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article VII, shall reduce or eliminate the protection afforded by this Article VII to a director in respect of any matter which occurred, or any cause of action or claim which but for this Article VII would have accrued or arisen, prior to such amendment, repeal or adoption.

ARTICLE VIII. DIRECTORS

The business and affairs of the corporation shall be governed by a board of directors consisting of not less than three (3), nor more than nine (9) members

2. The foregoing Articles of Restatement, and the amendments contained therein, to the Articles of Incorporation, were duly adopted and approved by the unanimous written consent of all the shareholders of the corporation by action dated the 29th day of March, 1996.

IN WITNESS WHEREOF, said corporation has caused these Articles of Restatement to be filed in its name by its President and Secretary and its corporate seal to be affixed on this 29th day of March, 1996.

THE SSI GROUP, INC.

By:

Bobby E. Smith

Bobby E. Smith

Its:

President

(CORPORATE SEAL)

By:

Debbie Short

Debbie Short

Its:

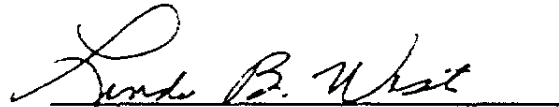
Secretary

STATE OF ALABAMA)
)
COUNTY OF MOBILE)

I, the undersigned notary public, in and for said county and state, hereby certify that BOBBY E. SMITH whose name as President and DEBBIE SHORT as Secretary, of The SSI Group, Inc., a corporation, and who are known to me, acknowledged before me on this date that they executed the foregoing Articles of Restatement of the Articles of Incorporation of The SSI Group, Inc., as such officers of said corporation, they they affixed the official seal of said corporation thereon, that I know the said persons making said acknowledgment to be the individuals described in and who executed said certificate, and that said individuals, being by me first duly sworn, did certify that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 29th day of March, 1996.

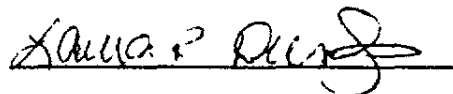
(NOTARIAL SEAL)


NOTARY PUBLIC

My Commission Expires: 8/18/96

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THE SSI GROUP, INC.

CORPORATION SERVICE COMPANY

By: 

Its: _____

**CORPORATE
ACCESS,
INC.**

J31850

1116-D Thomasville Road . Mobile Office Building . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP

12/3/96 4:30 PM

CERTIFIED COPY

CUS

☒ PHOTO COPY

☒ FILING

Merger

1.) AkreWare Systems, Inc.
(CORPORATE NAME & DOCUMENT #)

000002043030-2
-12/31/96-01107-027-2
*****70.00 *****70.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE
11/27

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

Priority	296
Document Examiner	<i>[Signature]</i>
Unit	<i>[Signature]</i>
Copy to	<i>[Signature]</i>
Acknowledge to	<i>[Signature]</i>
W.P. Veltier	<i>[Signature]</i>

FILED
96 DEC 31 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEC 31 PM 4:15
TICN

J31850

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CAREWARE SYSTEMS, INC., a Florida corporation V57140

INTO

THE SSI GROUP, INC., a Florida corporation, J31850.

File date: December 31, 1996 , effective January 1, 1997

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
11/1/97

ARTICLES OF MERGER
OF
CareWare Systems, Inc.,
a Florida corporation,
INTO
The SSI Group, Inc.,
a Florida corporation

FILED
96 DEC 31 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

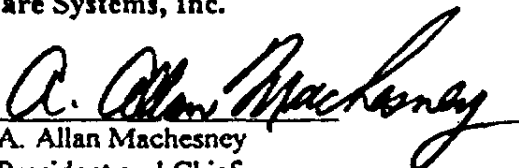
Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging CareWare Systems, Inc. into The SSI Group, Inc:

1. The attached Plan of Merger was approved by each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act ("FBCA").
2. As to CareWare Systems, Inc., approval by its shareholders of the Plan of Merger is required by Section 607.1103 of the FBCA. The Plan of Merger was duly adopted by the required percentage of all the votes entitled to be cast at a meeting of its shareholders held on December 19, 1996.
3. As to The SSI Group, Inc., the Plan of Merger was duly adopted by its Board of Directors on October 31, 1996. Pursuant to Section 607.1103(7) of the FBCA, the shareholders of The SSI Group, Inc. were not required to approve the Plan of Merger.
4. The merger contemplated herein is to be effective at 12:01 a.m. CDT on the 1st day of January, 1997.

Dated: December 23, 1996

CareWare Systems, Inc.

By:


A. Allan Machesney

Title: President and Chief
Executive Officer

The SSI Group, Inc.

BY:


Bobby E. Smith

Title: President and Chief
Executive Officer

PLAN OF MERGER

1. Names and Surviving Corporation.

The names of the corporations proposing to merge are CareWare Systems, Inc. ("CareWare") and The SSI Group, Inc. CareWare proposes to merge into SSI, which shall be the "Surviving Corporation." The Surviving Corporation's name shall be "The SSI Group, Inc."

2. Terms and Conditions of the Merger.

The Merger shall be consummated only pursuant to and in accordance with this Plan of Merger and the Agreement and Plan of Merger dated as of November 18, 1996, by and between CareWare and SSI. The Merger will be effective upon the filing of the Articles of Merger with the Secretary of State of Florida, as provided by the Florida Business Corporation Act (the "FBCA"), or at such time thereafter as is provided therein (the "Effective Time").

3. Effects of the Merger.

(a) At the Effective Time, the separate existence of CareWare shall cease and CareWare shall be merged with and into SSI, the certificate of incorporation of SSI as in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Corporation and the By-laws of SSI as in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of the State of Florida from and after the Effective Time. As used in this Agreement, "Constituent Corporations" shall mean CareWare and SSI, and "Surviving Corporation" shall mean SSI. At and after the Effective Time:

(i) the corporate existence of SSI, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and SSI shall succeed automatically and without further documentation to all rights, privileges, immunities, powers and purposes of each of the Constituent Corporations.

(ii) all the property, real and personal, causes of action and every other asset, right, privilege and franchise of each of the Constituent Corporations, shall vest in SSI without further act or deed;

(iii) SSI shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations;

(iv) all rights of creditors of each of the Constituent Corporations, and all liens upon the property of each of the Constituent Corporations, shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the time of the Merger; and

(v) any action or proceeding pending by or against either of the Constituent Corporations shall not be deemed to have been abated or have been discontinued, but may be prosecuted to judgment with the right to appeal or review as in other cases as if the Merger had not taken place, or SSI may be substituted for CareWare, as the case may be.

(b) As of the Effective Time, by virtue of the Merger and without any action on the part of any shareholder of CareWare, all shares of the no par value common stock of CareWare, of which 1,090,668 shares are issued and outstanding, (the "CareWare Common Stock") will be converted into and exchangeable for SSI Common Stock. Except as to persons who properly perfect their dissenters' rights pursuant to Section 607.1320 of the FBCA, each holder of record of duly and validly issued and outstanding shares of CareWare Common stock immediately prior to the Effective Time shall be entitled to receive, and SSI shall issue and deliver to each such holder, in lieu of and in exchange for each such share of CareWare Common Stock, .0616 shares of SSI Common Stock. As of the Effective Time, no shares of CareWare Common Stock shall be outstanding and all shares shall automatically be canceled and retired and shall cease to exist, and each certificate previously representing any such shares shall thereafter represent the right to receive shares of SSI Common Stock for each share of CareWare Common Stock, upon the surrender of certificates therefore in accordance with this Agreement. If, after the Effective Time, any such certificates are presented to the Surviving Corporation for any reason, they shall be canceled and exchanged as provided herein. Each share of SSI Common Stock outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time. Neither CareWare nor SSI shall be liable to any shareholder of CareWare, for any amounts delivered to a public official pursuant to any applicable abandoned property, escheat or similar law.

(c) As of the Effective Time of the Merger, each outstanding option to purchase CareWare Common Stock ("CareWare Option") shall be deemed to constitute an option to acquire, on the same terms and conditions as were applicable under the CareWare Option and the plan under which it was issued, the same number of shares of SSI Common Stock as the holder of such CareWare Options would have been entitled to receive pursuant to the Merger had such holder exercised such option in full immediately prior to the Effective Time, at a price per share equal to (y) the aggregate exercise price for the shares of CareWare Common stock otherwise purchasable pursuant to such CareWare Option divided by (z) the number of shares of SSI Common Stock deemed purchasable pursuant to such CareWare Option. As soon as practicable after the Effective Time, SSI shall deliver to the holders of the CareWare Options appropriate notices setting forth such holder's rights, and the agreements evidencing the grants of such CareWare Options shall continue in effect on the same terms and conditions as stated therein.

(d) No rights to receive fractional shares of SSI Common Stock or interests in fractional shares of SSI Common Stock shall arise under this Agreement, and no certificates or scrip representing fractional shares shall be issued. In lieu thereof, shares and options to purchase shares shall be rounded up to the nearest whole share.