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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
ECOMETRY CORPORATION**

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Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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**ARTICLES OF RESTATEMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ECOMETRY CORPORATION**

In accordance with Sections 607.1003 and 607.1007 of the Florida Statutes, the Amended and Restated Articles of Incorporation of Ecometry Corporation, a Florida corporation, are hereby amended and restated to read in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is **ECOMETRY CORPORATION** (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

1615 South Congress Avenue
Delray Beach, Florid 33445-6368

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Million (10,000,000) shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 1615 South Congress Avenue, Delray Beach, Florida 33445-6368. The name of the Corporation's initial registered agent at that

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H02000147793 2

office is Wilburn W. Smith.

ARTICLE V
INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors, to the fullest extent now or hereafter permitted by law.

ARTICLE VI
OFFICERS AND DIRECTORS

The following persons will serve as the directors of the Corporation until the next annual meeting of the shareholders or until their successors are duly elected and qualified or until their earlier resignation, removal or death:

Wilburn W. Smith
Alan J. Gardner

The following persons will serve as the officers of the Corporation until the next annual meeting of the directors or until their successors have been duly elected and qualified or until their earlier resignation, removal or death:

Wilburn Smith, Executive Vice President - Sales
Allan J. Gardner, Chief Technology Officer
Martin K. Weinbaum, Vice President - Finance, Chief Financial Officer, Secretary and Treasurer
John Marrah, President and Chief Operating Officer
Joy Crenshaw, Vice President - Client Services

The foregoing amendment and restatement was adopted on June 4, 2002 pursuant to the written consent of the Board of Directors and the Shareholders of the Corporation pursuant to the provisions of Section 607.0704, 607.0821 and 607.1003 of the Florida Business Corporation Act. The number of votes cast for the amendment and restatement was sufficient for approval.

The effective time and date of these Articles of Restatement shall be upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement as of this 4th day of June, 2002.

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John Marrah, President

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FROM ECOMETRY FINANCE 551+454+4801

P. 4


H02000147793 2

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **ECOMETRY CORPORATION**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of June, 2002.


Wilburn W. Smith

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