

403600



ACCOUNT NO. : 072100000032  
REFERENCE : 420536 4320777  
AUTHORIZATION : Patricia Pijets  
COST LIMIT : \$ 35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 20 PM 12:25

FILED

ORDER DATE : October 19, 1999  
ORDER TIME : 10:39 AM  
ORDER NO. : 420536-005  
CUSTOMER NO: 4320777

Restated  
Articles

700003019637--5

CUSTOMER: Katrina Mulligan, Legal Asst  
Kirkpatrick & Lockhart  
1800 Massachusetts Ave., N.W.  
Washington, DC 20036

DOMESTIC AMENDMENT FILING

NAME: MANAGEMENT PRESCRIPTIVES, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

99 OCT 20 AM 11:34

RECEIVED

APR  
10/21/99

ARTICLES OF RESTATEMENT  
OF  
MANAGEMENT PRESCRIPTIVES, INC.

FILED  
99 OCT 20 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Management Prescriptives, Inc. (the "Corporation") does hereby amend and restate its Articles of Incorporation as heretofore amended.

1. The name of the corporation is Management Prescriptives, Inc. The Corporation was incorporated on July 20, 1989 under the name Revenue Prescriptives, Inc.
2. The text of the Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

\* \* \* \* \*

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (the "Restated Articles of Incorporation") contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.
2. Articles V, VI and IX of the Articles of Incorporation of the corporation are hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendment was October 19, 1999.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendment and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on October 19, 1999.

MANAGEMENT PRESCRIPTIVES, INC.

By:

  
\_\_\_\_\_  
David S. Spencer  
Chief Executive Officer

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MANAGEMENT PRESCRIPTIVES, INC.

ARTICLE I  
NAME

The name of this Corporation is Management Prescriptives, Inc.

ARTICLE II  
REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the Corporation in the state of Florida is 7650 W. Courtney Campbell Causeway, Suite 400, Tampa, Florida 33607. The registered agent at this address is David S. Spencer.

ARTICLE III  
PURPOSE AND POWERS

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the General Corporation Act of Florida, and the Corporation shall have the power to do all things necessary and convenient to carry out its business affairs.

ARTICLE IV  
CAPITAL STOCK

Section 1. Authorized Stock.

The Corporation shall have one class of stock designated as common stock and shall be authorized to issue 100,000,000 shares of its stock with a par value of \$1.00 per share. The aggregate par value of all shares of stock of the Corporation is \$100,000,000.

Section 2. Cumulative Voting.

The shareholders shall have the right to cumulate their votes for directors. Each shareholder is entitled to as many votes as are equal to the number of shares he owns multiplied by the number of directors to be elected. A shareholder may cast all his votes for one candidate or he may distribute his votes among the candidates in any way he sees fit.

ARTICLE V  
DIRECTORS

Section 1. Number of Directors. The number of directors which shall constitute the Board of Directors shall be five (5).

Section 2. Removal of Directors. Any Director or the entire Board of Directors may be removed by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the combined voting power of all shares of the Corporation voting together as one class.

Section 3     Liability. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.014 of the Florida General Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit.

Section 4.     Indemnification. The Corporation, by action of its board of directors, shall indemnify any person who was or is a director, officer, agent and/or employee to the fullest extent allowed by the Florida General Corporation Act.

ARTICLE VI  
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Section 1.     Bylaws. The Bylaws may be amended or repealed only by the affirmative vote of at least sixty-six and two thirds (66 2/3%) of the outstanding shares of each class and series, if any, entitled to vote thereon.

Section 2.     Articles of Incorporation. These Articles of Incorporation may be amended or repealed only by the affirmative vote of at least sixty-six and two thirds (66 2/3%) of the outstanding shares of each class and series, if any, entitled to vote thereon.

ARTICLE VII  
AFFILIATED TRANSACTIONS

The provisions of Section 607.108 of the Florida General Corporation Act regarding affiliated transactions shall not apply to this Corporation.

ARTICLE VIII  
EFFECTIVE DATE

The date of the Corporation's existence shall begin is the date of filing of these Articles of Incorporation.

ARTICLE IX  
MERGER OR CONSOLIDATION

In addition to any affirmative vote required by law, any merger or consolidation of this corporation, sale of all or substantially all of the assets of this corporation (in one transaction or a series of related transactions), adoption of any plan or proposal for the liquidation or dissolution of this corporation, or any recapitalization, spin-off or split-up of any kind of this corporation or other similar transaction shall require the affirmative vote of at least sixty-six and two thirds percent (66 2/3%) of the outstanding shares of each class and series, if any, entitled to vote thereon.