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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
CONTACT: ANNE ELLIS
PHONE: (813)223-7000

ACCT#: 076077000355

FAX #: (813)229-4133

NAME: CAICE SOFTWARE CORPORATION

AUDIT NUMBER.....H98000005825

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Amended
&
Restated
Articles
3/26/98
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CARLTON FIELDS

ATTORNEYS AT LAW

ONE HARBOUR PLACE
777 S. HARBOUR ISLAND BOULEVARD
TAMPA, FLORIDA 33602-5799

MAILING ADDRESS:
P.O. BOX 3239, TAMPA, FL 33601-3239
TEL (813) 223-7000 FAX (813) 229-4133

FAX COVER SHEET

Date: March 26, 1998	Phone Number	Fax Number
To: Florida Division of Corporations	904-487-6052	904-922-4000
From: David P. Burke	813-223-7000	813-229-4133

Client/Matter No.: 40825/89471

Total Number of Pages Being Transmitted, Including Cover Sheet:

6

Message: Electronic Cover Sheet, Confirmation Letter and Amended and Restated Articles of
Incorporation for CAICE Software Corporation.

AUDIT NO. (((H98000005825 8)))

*
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March 26, 1998

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.
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TEL (813) 223-7000 FAX (813) 229-4133

March 26, 1998

AUDIT NO. (((H98000005825 8)))

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Via Telecopy
904-922-4000

Re: CAiCE Software Corporation

Dear Madam or Sir:

This letter is a confirmation of the electronic filing of the Amended and Restated Articles of Incorporation of CAiCE Software Corporation.

Sincerely yours,



David P. Burke
Florida Bar No. 350011

DPB/mpw
Enclosure

AUDIT NO. (((H98000005825 8)))

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAiCE SOFTWARE CORPORATION**

ARTICLE I
Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

CAiCE Software Corporation.

ARTICLE II
Principal Offices and Mailing Address

The principal office and mailing address of the Corporation is 410 Ware Boulevard, Suite 2000, Tampa, Florida 33619.

ARTICLE III
Capital Shares

The total number of shares that the Corporation shall have authority to issue is Twenty One Million (21,000,000), consisting of Twenty Million (20,000,000) common shares, having a par value of one cent (\$.01) per share (the "Common Shares"), and One Million (1,000,000) preferred shares having a par value of one cent (\$.01) per share (the "Preferred Shares").

The Board of Directors of the Corporation (the "Board of Directors") is authorized, subject to the limitations prescribed by law and this Article III, to provide for the issuance of shares of Preferred Shares in series, and by filing an Amendment to these Amended and Restated Articles of Incorporation pursuant to applicable law of the State of Florida, to establish from time to time the number of shares to be included in such series, and to fix the designations, powers, preferences and rights of the shares of each such series and any qualifications, limitations, or restrictions thereof, all as shall hereinafter be stated and expressed in the Amendment or Amendments to the Amended and Restated Articles of Incorporation adopted by the Board of Directors providing for the issuance of Preferred Shares from time to time.

ARTICLE IV
Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE V
Board of Directors

The number of directors of the Corporation shall such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

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David P. Burke, Esq.

Carlton Fields, P.O. Box 3239, Tampa, FL 33601

Ph: 813-223-7000/Fax: 813-229-4133

Fla. Bar No.: 350011

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TALLAHASSEE, FLORIDA

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ARTICLE VI
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

CAiCE Software Corporation has caused these Amended and Restated Articles of Incorporation to be executed on this 22 day of February 1998.

CAiCE SOFTWARE CORPORATION,
a Florida corporation

By: _____



Giselle X. Akman
President

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**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAiCE SOFTWARE CORPORATION**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, it is hereby certified that:

FIRST: The name of the corporation is CAiCE Software Corporation (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation that this certificate accompanies contain amendments to the Corporation's articles of incorporation that required shareholder approval.

THIRD: The Amended and Restated Articles of Incorporation were duly approved and adopted in accordance with Section 607.1003 of the Florida Business Corporation Act by the board of directors of the Corporation on February 27, 1998, and by the holders of the Corporation's common shares representing the number of votes sufficient to approve the Amended and Restated Articles of Incorporation of the Corporation and the amendments contained therein were likewise adopted on February 27, 1998. No other voting group was entitled to vote on the amendments.

FOURTH: The following Amended and Restated Articles of Incorporation shall be the articles of incorporation of the Corporation.

2/27/98
Date

CAiCE SOFTWARE CORPORATION,
a Florida corporation

By: G. X. Akman
Giselle X. Akman
President

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