

GLENN R. PADGETT

Attorney at Law

P95000056878

May 28, 1997

Corporate Records Bureau
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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Re: DATA CENTRAL, U.S., INC.

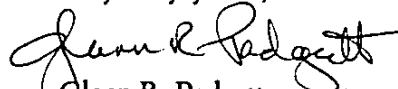
Dear Clerk:

Enclosed is an original and one copy of Articles of Amendment for the referenced corporation, together with a check payable to your order in the amount of \$87.50, representing filing fees in the amount of \$35.00 and \$52.50 covering the cost of a certified copy of Articles of Amendment.

Kindly return to me a certified copy of the Articles in the enclosed envelope.

Thank you.

Very truly yours,


Glenn R. Padgett

Enc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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GLENN R. PADGETT

Attorney at Law

June 16, 1997

Corporate Records Bureau
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: DATA CENTRAL, U.S., INC.
Ref. Number P95000056878

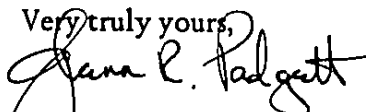
Attention: Karen Gibson, Corporate Specialist

Dear Ms. Gibson:

Pursuant to your letter of June 11, 1997, returned herewith is the original and one copy of Articles of Amendment for the referenced corporation, together with a Certificate of Written Consent in compliance with the instructions contained in your letter.

Kindly return to me a certified copy of the Articles in the previously enclosed envelope.

Thank you.

Very truly yours,

Glenn R. Padgett

Post Office Box 730177
Ormond Beach, FL 32173-0177
Phone: (904) 947-6446
Cellular: (904) 295-03733



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1997

GLENN R. PADGETT ATTY.
PO BOX 730177
ORMOND BEACH, FL 32173-0177

SUBJECT: DATA CENTRAL, U.S., INC.
Ref. Number: P95000056878

We have received your document for DATA CENTRAL, U.S., INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 597A00031429

C E R T I F I C A T E

WRITTEN CONSENT
OF THE
DIRECTORS & SHAREHOLDERS
OF
DATA CENTRAL, U.S., INC.
IN LIEU OF A MEETING

FILED
97 JUN 18 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being all of the directors and the holders of 100% of the outstanding common stock of Data Central, U.S., Inc., a Florida corporation (the "Company"), pursuant to the provisions of the laws of the State of Florida, do hereby consent to the resolutions set forth below, which shall be deemed to have been adopted to the same extent and to have the same force as if adopted at formal meetings of the directors and the shareholders of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

1. Amended and Restated Articles of Incorporation.

WHEREAS, the Company desires to adopt Amended and Restated Articles of Incorporation (the "Restated Articles") which will, among other things, modify the Company's authorized capital stock to create a new class of Class A Common Stock to include 10,000 shares, 1/5th vote per share, (ii) effect a recapitalization pursuant to which each of the Company's outstanding shares of common stock will automatically be converted into 1 share of Class B Common Stock, (iii) provide that special meetings of the Company's shareholders may be called only by the Board of Directors or upon the written demand of the holders of not less than 50% of the votes entitled to be cast at the special meeting, and (iv) establish certain advance notice procedures for nomination of candidates for election as directors and for shareholder proposals to be considered at annual shareholder meetings, all as further set forth in the Restated Articles heretofore presented to the shareholders; and

WHEREAS, undersigned directors and shareholders believe it is the best interest of the Company to adopt the Restated Articles;

RESOLVED, that the Restated Articles be, and hereby are, approved and adopted by the undersigned directors and shareholders.

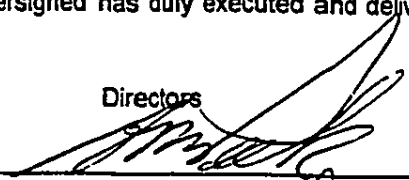
2. General Ratification and Authorization.

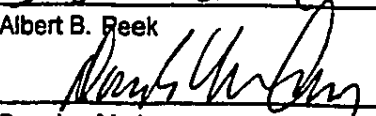
RESOLVED, that in addition to and without limiting the foregoing, the proper officers of the Company be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, all such instruments and documents as he may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of the President, any Vice President or Secretary of the Company) and all action heretofore taken by the officers and agents of the Company in connection with the subject of the foregoing

recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this written consent as of May 14th, 1997.

Directors

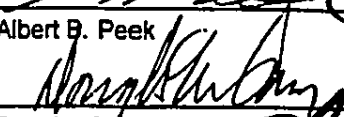

Albert B. Peek


Douglas M. Avery, President


Michael P. Hill

Shareholders


Albert B. Peek


Douglas M. Avery


Norman H. Anderson, M.D.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DATA CENTRAL, U.S., INC.

Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of **DATA CENTRAL, U.S., INC.** are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the corporation is **DATA CENTRAL, U.S., INC.** (hereinafter called the "Corporation").

ARTICLE II

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

A. **Authorized Capital Stock.** The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is twenty thousand (20,000) shares, consisting of:

- (i) Twenty thousand (20,000) shares of common stock, par value \$.01 per share (the "Common Stock"), of which
 - (A) Ten thousand (10,000) shares are designated as Class A Common Stock (the "Class A Common Stock") and
 - (B) Ten thousand (10,000) shares are designated as Class B Common Stock (the "Class B Common Stock").

B. **Provisions Relating to the Common Stock.** The powers, preferences and rights of the Class A Common Stock and the Class B Common Stock and the qualifications, limitations and restrictions thereof, shall in all respects be identical, except as otherwise required by law or as expressly provided in this Section B.

1. **Voting Rights.** Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The holders of shares of Class A Common Stock and Class B Common Stock shall have the following voting rights:

(a) the holders of Class A Common Stock shall be entitled to one-fifth (1/5th) vote for each share of Class A Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of Class B Common Stock and together with the holders of any other classes or series of stock who are entitled to vote in such manner and not as a separate class; and

(b) the holders of Class B Common Stock shall be entitled to one (1) vote for each share of Class B Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of Class A Common Stock and together with the holders of any other classes or series of stock who are entitled to vote in such manner and not as a separate class.

2. Dividends. The holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. Each share of Class A Common Stock and each share of Class B Common Stock shall have identical rights with respect to dividends and distributions, subject to the following:

(a) A dividend or distribution in Common Stock on Class B Common Stock may be paid or made in shares of Class A Common Stock or shares of Class B Common Stock or a combination of both;

(b) A dividend or distribution in Common Stock on Class A Common Stock may be paid only in shares of Class A Common Stock;

(c) A dividend or distribution with respect to Common Stock payable in shares of the Corporation's capital stock may be paid or made only in shares of Common Stock;

(d) Whenever a dividend or distribution is payable in shares of Class B Common Stock and/or Class A Common Stock, the number of shares of Common Stock payable as a dividend or distribution per each share of Common Stock shall be equal in number; and

(e) A dividend or distribution on Class B Common Stock which is paid or made in shares of Class B Common Stock shall be considered identical to a dividend or distribution on Class A Common Stock which is paid or made in a proportionate number of shares of Class A Common Stock.

3. Conversion.

(a) Optional Conversion. Each share of Class B Common Stock may from time to time, at the option of the holder of record thereof and without payment of any consideration, be converted into one fully paid and nonassessable share of Class A Common Stock (an "Optional Conversion") upon the Effective Date (as hereinafter defined). Any holder of any share of Class B Common Stock may effect a conversion by surrendering such holder's certificate or certificates representing the shares of Class B Common Stock to be converted, duly endorsed, during normal business hours at the office of the Corporation or any transfer agent for the Common Stock (the "Transfer Agent"), together with a written notice that the holder elects to convert all or a specified whole number of shares of Class B Common Stock and stating the name or names in which such holder desires the certificate or certificates representing the shares of Class A Common Stock to be issued. If so required by the Corporation or the Transfer Agent, any certificate for shares surrendered for conversion shall be accompanied by instruments of transfer, in form satisfactory to the Corporation or the Transfer Agent, duly executed by the holder of such shares or the duly authorized representative of such holder, together with funds for the payment of any transfer tax required pursuant to paragraph (f) of this Subsection 3. In the event that any shares of Class B Common Stock tendered for conversion are subject to restrictions upon transfer noted in a legend on the certificates representing such shares, the Corporation and the Transfer Agent shall require the holder of such shares to submit, as a condition to the conversion of such Class B Common Stock into Class A Common Stock, satisfactory evidence that the proposed conversion will not violate any of the noted restrictions upon transfer of such shares.

(b) Mandatory Conversion. If, on the record date for any meeting of shareholders of the Corporation, the number of shares of Class A Common Stock then outstanding constitutes less than 10% of the aggregate number of shares of Class A Common Stock and Class B Common Stock outstanding, as determined by the Board, then each share of Class B Common Stock then issued or outstanding shall thereupon be converted automatically as of such record date into one fully paid and nonassessable share of Class A Common Stock and will have one-fifth vote per share at such meeting (a "Mandatory Conversion"). Upon making such determination, notice of such automatic conversion shall be given by the Corporation as soon as practicable, but no later than the next meeting of shareholders of the Corporation, by means of a press release and written notice to all holders of Class B Common Stock, and the Secretary of the Corporation shall be instructed to and shall promptly request that each holder of Class B Common Stock promptly deliver, and each such holder shall promptly deliver, the certificate or certificates representing each share of such Class B Common Stock to the Corporation or the Transfer Agent. If so required by the Corporation or the Transfer Agent, any certificate for shares surrendered for conversion shall be accompanied by instruments of transfer, in form satisfactory to the Corporation or the Transfer Agent, duly executed by the holder of such shares or the duly authorized representative of such holder, together with funds for the payment of any transfer tax required pursuant to paragraph (f) of this Subsection 3.

(c) Issuance of Certificates Representing Class A Common Stock: Effectiveness of Conversion. As promptly as practicable following the surrender for conversion of a certificate representing shares of Class B Common Stock in the manner provided in paragraph (a)

or (b) of this Subsection 3, as applicable, any required instruments of transfer and the payment in cash of any amount required by the provisions of paragraph (f) of this Subsection 3, the Corporation shall issue and deliver or cause to be issued and delivered to such holder or such holder's nominee or nominees, a certificate or certificates representing the number of shares of Class A Common Stock issued upon such conversion in such name or names as such holder may direct. In the case of an Optional Conversion, if any shares of Class B Common Stock of such holder represented by a certificate surrendered for conversion are not converted, a new certificate or certificates representing such shares of Class B Common Stock shall be issued and delivered to such holder or its nominee or nominees with the certificate or certificates representing shares of Class A Common Stock. Optional Conversions shall be deemed to have been effected immediately prior to the close of business on the date of receipt by the Corporation or the Transfer Agent of the certificate or certificates representing the relevant shares of Class B Common Stock and the related written notice. Mandatory Conversions shall be deemed to have been effected on record date for the relevant shareholders meeting on which the condition set forth in paragraph (b) of this Subsection 3 is determined by the Board to have occurred. Upon the date any conversion is deemed effected, all rights of the holder of such shares of Class B Common Stock so converted, as the holder of such shares, shall cease, and the person or persons in whose name or names the certificate or certificates representing the shares of Class A Common Stock are issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock on that date; provided, however, that if any surrender and payment pursuant to a Mandatory Conversion occurs on any date when the stock transfer books of the Corporation shall be closed, the person or persons in whose name or names the certificate or certificates representing shares of Class A Common Stock are issued shall be deemed the record holder or holders thereof for all purposes on the next succeeding day on which the stock transfer books are open.

(d) Adjustments. No adjustments in respect of dividends shall be made upon the Optional Conversion or Mandatory Conversion of any shares of Class B Common Stock; provided, however, that if a share of Class B Common Stock shall be converted subsequent to the record date for the payment of a dividend or other distribution on Class B Common Stock but prior to such payment, then the registered holder of such share of Class B Common Stock at the close of business on such record date shall be entitled to receive the dividend or other distribution payable on such share of Class B Common Stock on such date notwithstanding the Optional Conversion or Mandatory Conversion thereof or the Corporation's default in payment of the dividend due on such date.

(e) Availability of Class A Common Stock for Conversion: Registration. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of issuance upon conversion of the outstanding shares of Class B Common Stock, such number of shares of Class A Common Stock that shall be issuable upon the conversion of all such shares of Class B Common Stock then outstanding, in addition to the number of shares of Class A Common Stock then outstanding. If any shares of Class A Common Stock require registration with or approval of any governmental authority under any federal or state law before such shares may be issued upon conversion, the Corporation shall cause such shares to be duly registered or approved, as the case may be. The Corporation shall endeavor to use its best efforts to list the shares of Class A Common Stock to be delivered upon conversion prior to such delivery upon each national securities exchange upon which the

outstanding shares of Class A Common Stock are listed at the time of such delivery. All shares of Class A Common Stock that shall be issued upon conversion of the fully paid and nonassessable shares of Class B Common Stock shall, upon issue, be fully paid and nonassessable.

(f) Charges, Payment of Taxes upon Conversion. The issuance of certificates for shares of Class A Common Stock issuable upon the conversion of Class B Common Stock shall be made without charge to the converting holder; provided, however, that if any certificate is to be issued in a name other than that of the record holder of the shares being converted, the Corporation shall not be required to issue or deliver any such certificate unless and until the person requesting the issuance thereof shall have paid to the Corporation the amount of any tax that may be payable with respect to any transfer involved in the issuance and delivery of such certificate or has established to the satisfaction of the Corporation that such tax has been paid.

(g) Reissuance of Class B Common Stock. Shares of Class B Common Stock that are converted into Class A Common Stock as provided herein shall continue to be part of the authorized Class B Common Stock and shall be available for reissue by the Corporation.

4. Splits or Combinations. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Class A Common Stock or Class B Common Stock, then the outstanding shares of the other such class of Common Stock shall be proportionately split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the class that has been split, subdivided or combined.

5. Mergers and Consolidations. In the event of a merger, consolidation or combination of the Corporation with another entity (whether or not the Corporation is the surviving entity), the holders of Class A Common Stock and Class B Common Stock shall be entitled to receive the same per share consideration in that transaction, except that any common stock that holders of Class A Common Stock are entitled to receive in any such event may differ as to voting rights and otherwise to the extent and only the extent that the Class A Common Stock and the Class B Common Stock differ as set forth in this Section C.

6. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Class A Common Stock and Class B Common Stock treated as a single class.

7. Sales and Repurchases. The Board shall have the power to cause the Corporation to issue and sell shares of either class of Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts or other legal entities (collectively, "persons") and for such consideration as the Board shall from time to time in its discretion determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of the other class of Common Stock, and as otherwise permitted

by law. The Board shall have the power to cause the Corporation to purchase, out of funds legally available therefor, shares of either class of Common Stock from such persons and for such consideration as the Board shall from time to time in its discretion determine, whether or not less consideration could be paid upon the purchase of the same number of shares of the other class of Common Stock, and as otherwise permitted by law.

D. Share Reclassification. Upon the effective date (the "Effective Date") of these Amended and Restated Articles of Incorporation, each outstanding share of the Corporation's Existing Common Stock shall thereby and thereupon, automatically and without any action by the holder, be reclassified and converted into 1 validly issued, fully paid and nonassessable share of Class B Common Stock. Each certificate that theretofore represented shares of Existing Common Stock shall thereafter represent the number of shares of Class B Common Stock into which the shares of Existing Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Existing Common Stock shall receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Class B Common Stock to which such person is entitled. Upon consummation of the reclassification of the Existing Common Stock of the Corporation provided for in this Section D (the "Reclassification"), the holders of the Class B Common Stock of the Corporation shall have all rights accorded them by law and these Amended and Restated Articles of Incorporation. The issuance of certificates representing shares of Class B Common Stock issuable upon the Reclassification shall be made without charge to the holders of Existing Common Stock; provided, however, that if any certificate is to be issued in a name other than that of the record holder of the shares of Existing Common Stock being reclassified pursuant to the Reclassification, the Corporation shall not be required to issue or deliver any such certificate unless and until the person requesting the issuance thereof shall have paid to the Corporation the amount of any tax that may be payable with respect to any transfer involved in the issuance and delivery of such certificate or has established to the satisfaction of the Corporation that such tax has been paid. If so required by the Corporation or the Transfer Agent, any certificate for shares of Existing Common Stock surrendered in connection with the Reclassification shall be accompanied by instruments of transfer, in form satisfactory to the Corporation or the Transfer Agent, duly executed by the holder of such shares or the duly authorized representative of such holder, together with funds for the payment of any transfer tax required as set forth above. As promptly as practicable following the surrender of a certificate representing shares of Class B Common Stock in the foregoing manner, any required instruments of transfer and the payment in cash of any amount for the payment of any transfer tax, the Corporation shall issue and deliver or cause to be issued and delivered to such holder or such holder's nominee or nominees, a certificate or certificates representing the number of shares of Class B Common Stock issued upon the Reclassification to which such holder is entitled, in such name or names as such holder may direct.

ARTICLE IV

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The Corporation's mailing address 1111 N. E. 25th Avenue, Suite 101, Ocala, FL 34470. The address of the Corporation's principal office is 108 North Magnolia Avenue, Suite 102, Ocala, FL 34475. The address of the Corporation's registered office is 1111 N. E. 25th Avenue, Suite 101, Ocala, FL 34470 and the Corporation's registered agent at such office is Albert B. Peek.

ARTICLE VI

A. **Number and Term of Directors.** The Corporation's Board shall consist of not less than three (3) nor more than fifteen (15) members, with the exact number to be fixed from time to time by resolution of the Board. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The Board shall be divided into three classes, Class I, Class II and Class III with the directors of each class to be elected for a staggered term of three years and to serve until their successors are duly elected and qualified or until their earlier resignation, death or removal from office. The number of directors elected to each class shall be as nearly equal in number as possible. The Board shall apportion any increase or decrease in the number of directorships among the classes so as to make the number of directors in each class as nearly equal as possible.

B. **Director Vacancies; Removal.** Whenever any vacancy on the Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors or otherwise, a majority of directors in office, although less than a quorum of the entire Board, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders and qualified. Notwithstanding the provisions of any other Article herein, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated above, to fill any vacancy that exists on the Board for the balance of the unexpired term or terms. The Company's shareholders shall not, and shall have no power to, fill any vacancy on the Board. Shareholders may remove a director from office prior to the expiration of his or her term, with or without "cause," by an affirmative vote of a majority of all votes entitled to be cast for the election of directors.

C. **Shareholder Nominations of Director Candidates.** Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board at an annual or special meeting of shareholders may be made by or at the direction of the Board by any nominating committee or person appointed by the Board or by any shareholder of the Corporation entitled to vote for the election of directors at such meeting who complies with the procedures set forth in this Section C; provided, however, that nominations of persons for election to the Board at a special meeting may be made only if the election of directors is one of the purposes described in the special meeting

notice required by Section 607.0705 of the Florida Business Corporation Act. Nominations of persons for election at a special meeting, other than nominations made by or at the direction of the Board, shall be made pursuant to notice in writing delivered to or mailed and received at the principal executive offices of the Corporation not later than the close of business on the fifth (5th) day following the date on which notice of such meeting is given to shareholders or made public, whichever first occurs. Nominations of persons for election at an annual meeting, other than nominations made by or at the direction of the Board, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than one hundred twenty (120) days nor more than one hundred eighty (180) days prior to the first anniversary of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than thirty (30) calendar days earlier than the date contemplated by the previous year's notice of annual meeting, such notice by the shareholder to be timely must be so delivered or received not later than the close of business on the fifth (5th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth the following information: (a) as to each person whom the shareholder proposes to nominate for election or re-election as a director at the annual meeting, (i) the name, age, business address and residence address of the proposed nominee, (ii) the principal occupation or employment of the proposed nominee, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the proposed nominee, and (iv) any other information relating to the proposed nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Rule 14a under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice of nominees for election at the annual meeting, (i) the name and record address of the shareholder, and (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder. The Corporation may require any proposed nominee for election at an annual or special meeting of shareholders to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth herein. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the requirements of this Section C, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

ARTICLE VII

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VIII

A. Call of Special Shareholders Meeting. Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law) (i) the holders of not less than fifty (50) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; (ii) the meeting is called by the Board pursuant to a resolution approved by a majority of the entire Board; or (iii) the meeting is called by the Chairman of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

B. Advance Notice of Shareholder-Proposed Business for Annual Meeting. At an annual meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (b) otherwise properly brought before the meeting by or at the direction of the Board, or (c) otherwise properly brought before the meeting by a shareholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation, not less than one hundred twenty (120) days nor more than one hundred eighty (180) days prior to the first anniversary of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than thirty (30) calendar days earlier than the date contemplated by the previous year's notice of annual meeting, such notice by the shareholder to be timely must be so delivered or received not later than the close of business on the fifth (5th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the shareholder proposing such business, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder, and (iv) any material interest of the shareholder in such business. The Chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the requirements of this Section B, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of MAY 14, 1997, 1997.

DATA CENTRAL, U.S., INC.

By: 

Douglas M. Avery, President