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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: APPSOURCE CORPORATION

AUDIT NUMBER.....H97000015320

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 10

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*Amended & Restated
Articles*

9-17-97

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: APPSOURCE CORPORATION

AUDIT NUMBER.....H97000015320

DOC TYPE.....BASIC AMENDMENT

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 16, 1997

APPSOURCE CORPORATION
4751 ROSEWOOD DRIVE
ORLANDO, FL 32806

SUBJECT: APPSOURCE CORPORATION
REF: P95000061372

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically filed document must include the preparer's Florida Bar membership number in the preparer's statement on the first page of the document.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

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Letter Number: 397A00046036

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(10)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Amended and Restated Articles of Incorporation
of
AppSource Corporation**

The undersigned, as of the date subscribed to below, as the sole voting shareholder, president and as director of AppSource Corporation, has caused to be approved, ratified and adopted at a duly called meeting of all the voting shareholders of the Corporation, these Amended and Restated Articles of Incorporation.

Article I

NAME: The name of this corporation shall be AppSource Corporation.

THIS INSTRUMENT PREPARED BY:

JOHN A. LEKLEM, ESQUIRE
Post Office Drawer 1271
Orlando, Florida 32802
407-422-4469

FBN. 0219703

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Article II

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and mailing address of this corporation shall be: 5950 Hazeltine National Drive, Suite 250, Orlando, Florida 32822.

Article III

PURPOSE: The purpose of this corporation is to market, sell and service software and related products and any other purpose authorized by law.

Article IV

POWERS: The corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Corporation Law of the State of Florida by law may now or hereafter have or exercise, including, but not limited to the following:

- (1) To sue and be sued, complain, and defend in its corporate name;

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- (2) To have a corporate seal, which may altered at will and to use it or a facsimile of it, by impressing or affixing it to or in any manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist its officers and employees in accordance with §607.0833, Florida Statutes.
- (6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money,

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issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises and income;

- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (9) To conduct its business, locate offices, and exercise the powers granted by the Florida Corporation Act within or without the State of Florida;
- (10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation;
- (12) To make donations for the public welfare or for scientific, charitable

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or educational purposes;

- (13) To transact any lawful business that will aid governmental policy;
- (14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (15) To pay pensions and establish pension plans, profit-sharing plans, bonus plans and other benefit plans for any or all of its current or former directors, officers, employees, and agents and for any or all of its current or former directors, officers, employees, and agents of its subsidiaries;
- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at death shares of the stock owned by the shareholder or by the spouse or children of the shareholder;
- (17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other

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entity; and

- (18) To do any other act within the law to further the purposes and affairs of the corporation.

Article V

AUTHORIZED SHARES:

- (1) Voting: The corporation is authorized to have 1,000,000 shares of voting common stock having a par value of \$0.01 per share.
- (2) Non-Voting: The corporation is authorized to have 1,000,000 shares of non-voting common stock having a par value of \$0.01 per share.
- (3) Transfer of Shares: Shares of stock shall not be transferred or sold until the board of directors approves such transfer or sale in accordance with the by-laws and shareholder agreements as they exist or are hereafter adopted.

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Article VI

BYLAWS: The affairs of this corporation shall be governed by those Bylaws adopted by the Board of Directors and as amended from time to time.

Article VII

EFFECTIVE DATE: The date of filing with the Department of State, August 8, 1995, shall be the Effective Date.

Article VIII

INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS: The name and office street address of the initial registered agent is: Richard K. Daley, 5950 Hazeltine National Drive, Suite 250, Orlando, Florida 32822.

Article IX

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INCORPORATOR: The name and address of the incorporator is: Richard K. Daley, 5950 Hazeltine National Drive, Suite 250, Orlando, Florida 32822.

Article X

INITIAL BOARD OF DIRECTORS: The name and address of each member of this corporation's initial Board of Directors is: Richard K. Daley, 5950 Hazeltine National Drive, Suite 250, Orlando, Florida 32822. The affairs of this corporation shall be managed by a Board of Directors and the number of directors may be changed by amendment of the By-Laws of the corporation.

ARTICLE XI

OFFICERS AND THEIR DUTIES: The officers of this corporation shall be a president, secretary and treasurer, who may be the same person and who may be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

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Article XII

AMENDMENT OF ARTICLES OF INCORPORATION: The corporation reserves the right to amend, add to, or repeal any provision contained herein in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, the undersigned, constituting the sole voting shareholder and as member of the Board of Directors, has executed these Amended and Restated Articles of Incorporation, this 15th day of September, 1997.



Richard K. Daley, President, Sole
Shareholder and Director of
AppSource Corporation

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