

P95000070978

Requestor's Name John P. Wilkins
Address 6225 Quail Hollow Rd.
Tallahassee, FL 32308
Phone # 905-8950182

RECEIVED

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CORE Electronics, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☐ Pick up time

☒ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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09/14/95 - 01062 - 001
**** 22.50 **** 122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9-14-95

**ARTICLES OF INCORPORATION
OF
CORE ELECTRONICS, INC.**

The undersigned subscriber(s), JOHN P. WILKINS and R. NEILL JOHNSTON, natural person(s) competent to contract, for the purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is CORE ELECTRONICS, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE THREE

The Total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares, which shall all be common stock at a par value of One Dollar (\$1.00).

ARTICLE FOUR

The amount of capital with which the corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE FIVE

The corporation shall exist perpetually.

ARTICLE SIX

The number of Directors of this corporation shall be Two (2).

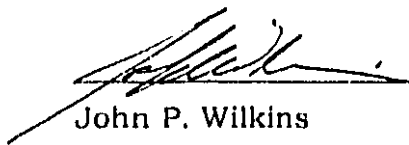
The name and street address of the members of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

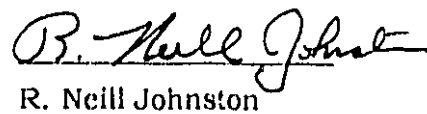
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John P. Wilkins
6225 Quail Valley Road
Tallahassee, FL 32308

R. Neill Johnston
474 Club Trail, N.
Melbourne, FL 32901

IN WITNESS WHEREOF, we have executed these Articles of Incorporation, in duplicate, this 14th day of September, 1995.

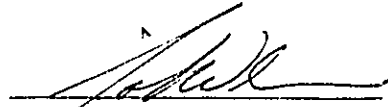

John P. Wilkins


R. Neill Johnston

STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

The undersigned, having been designated as Agent for the service of process within the State of Florida, upon CORE ELECTRONICS, INC., a corporation organized and existing under the laws of the State of Florida, does hereby accept the appointment as such Agent for the above named corporation. The location of the office of the Resident Agent of said corporation is: 6625 Quail Valley Road, Tallahassee, Florida, 32308.

IN WITNESS WHEREOF, the name and seal of the Resident Agent is hereunto offered at Tallahassee, Florida, this 14 day of September, 1995.


John P. Wilkins
Resident Agent for
CORE Electronics, Inc.

The principal office and mailing address for the corporation is 6225 Quail Valley Road, Tallahassee, Florida, 32308.

95 SEP 14 PM 12:41
TALLAHASSEE
FLORIDA

P95000070978

John P. Wilkins
Requestor's Name
6225 Quail Valley Rd.
Address
Jalisco, CA 95035
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Core Electronics, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment NC
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

95 DEC - 1 AM 11:05

STATE
CORPORATIONS

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH DEC - 1 1995

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CORE ELECTRONICS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE ONE AMENDED TO READ: CORE DATA CORPORATION

*ARTICLE THREE AMENDED AS FOLLOWS 10,000,000 SHARES OF
COMMON STOCK AT A PAR VALUE OF (\$0.01).*

95 DEC -1 AM 11:05
CORE ELECTRONICS, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Dec 1, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 12 of December, 19 95

Signature

[Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

John P. Wilkins
Typed or printed name

President, CEO
Title

95 DEC -1 AM 11:05

P95000070978

ATTORNEYS AT LAW

O'Brien, Riemenschneider, Kancilla & Lemonidis

PROFESSIONAL ASSOCIATION

July 30, 1996

Secretary of State
Division of Corporation
P O Box 6327
Tallahassee, FL 32314

Re: ARTICLES OF RESTATEMENT AND AMENDMENT OF CORE DATA CORPORATION

Dear Sir/Madam:

Please find enclosed our firm check in the amount of \$35.00 to cover the necessary filing fees for the above referenced. I have enclosed the original Articles along with one copy. Please return a copy of the filed Articles to the attention of the undersigned.

Thank you for your attention and courtesy in filing these Articles. Should you have any questions in regard to this filing, please do not hesitate to contact our office.

Very truly yours,

Audrey Murray
Audrey Murray
Secretary to James M. O'Brien

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/am
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1996

Audrey Murray
O'Brien, Riemenschneider et al
1686 W. Hibiscus Blvd.
Melbourne, FL 32901

SUBJECT: CORE DATA CORPORATION
Ref. Number: P95000070978

We have received your document for CORE DATA CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the Chairman, Vice Chairman, or any other officer. Please list an officer title under the signature of John P. Wilkins. As of today's date, the 1996 Annual Report has not been filed. I have enclosed a blank form for your convenience. This form must be filed or the corporation will be administratively dissolved.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00038176

ATTORNEYS AT LAW
O'Brien, Riemenschneider, Kancilia & Lemonidis
PROFESSIONAL ASSOCIATION

September 30, 1996

Division of Corporations
Attention: Steven Harris
P.O. Box 6327
Tallahassee, FL 32314

Re: Core Data Corporation
Reference No. P95000070978


Dear Mr. Harris:

Enclosed is a copy of a letter from you dated August 12, 1996, together with a revised version of the Amended and Restated Articles of Incorporation pertaining to the above-referenced corporation.

All of the corrections and/or changes outlined in your letter have been complied with. Please file the document as soon as possible and return the enclosed copy with filing information affixed thereon to me at your earliest convenience. You should have already received the 1996 Annual Report.

If you have any questions or require any additional information, please give me a call.

Sincerely,


Jody Mosher
Legal Assistant

/jm
Enclosures

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ARTICLES OF RESTATEMENT AND AMENDMENT

OF CORE DATA CORPORATION

Pursuant to Sections 607.1006 and 607.1007, Fla. Stat. (1993), the Board of Directors of Core Data Corporation hereby file a Restatement of and Amendments to the original Articles of Incorporation, same being duly proposed by the Board of Directors in a regularly called meeting held on the 10th day of July, 1996, and thereafter duly adopted by the required majority of Shareholders in a timely called special meeting held on the 10th day of July, 1996. Said previous filings are hereby superseded by this filing and now shall read in its entirety as follows: (the portion of the following which restates and integrates the original Articles shall be designated by the word "Restated" at the left hand margin thereof, and the portion further amended hereby shall be duly designated by the word "Amended" at the left hand margin thereof.)

ARTICLES OF INCORPORATION

OF CORE DATA CORPORATION

Restated

ARTICLE I - NAME

The name of this corporation is Core Data Corporation, located at 9500 Satellite Boulevard, Suite 200, Orlando, Florida 32837.

Restated

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the date of subscription and acknowledgment hereof as provided by Florida Statute 607.0203.

Restated

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this State.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

*Amended
by
increasing
the capital
stock*

ARTICLE IV - CAPITALIZATION

Section 1. Number of Shares

The total number of shares of capital stock which the corporation has the authority to issue is 17,500,000 shares, consisting of 2,500,000 shares of Convertible Preferred Stock, par value \$0.10 per share (the "Preferred Stock"), 10,000,000 shares of Class "A" voting common stock, par value \$0.01 per share (the "Class A Voting Common Stock") and 5,000,000 shares of Class "B" non-voting Convertible common stock, par value \$0.01 per share (the "Class B Non-Voting Convertible Common Stock").

The Board of Directors is authorized to issue, from time to time, all or any portion of the capital stock of the corporation which may have been authorized but not issued, to such person

or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

As set forth in this Article IV, the Board of Directors is authorized from time to time to establish and designate one or more series of Preferred Stock, to fix and determine the variations in the relative rights and preferences as between the different series of Preferred Stock in the manner hereinafter set forth in this Article IV, and to fix or alter the number of shares comprising any such series and the designation thereof to the extent permitted by law. The Board of Directors must obtain the consent of a majority of the existing Preferred Stock Shareholders prior to establishing a new series of Preferred Stock.

For purposes of these Articles of Incorporation, the associated Bylaws, and any other document of the corporation, unless explicitly stated otherwise, the term "Shareholder" shall mean any holder of any series of common stock or any series of Preferred Stock, as the case may be.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of each class of stock of the corporation shall be as follows:

A. Common Stock

Subject to all of the rights, powers and preferences of the Preferred Stock, and except as provided by law or in this Article IV (or in any certificate of designation of any series of preferred stock) or by the Board of Directors pursuant to this Article IV;

(a) The maximum number of shares of Class A Voting common stock which this corporation is authorized to have outstanding at any time is ten million (10,000,000) shares at a par value of \$0.01 per share.

(b) The maximum number of shares of Class B Non-Voting Common Shares which this corporation is authorized to have outstanding at any time shall be five million (5,000,000) shares at a par value of \$0.01 per share.

(c) The holders of record of Class B Non-Voting Common Shares shall be entitled to convert, at the option of said record holder, thirty (30) days after the effective date of any qualified public offering of this corporation's common shares, upon surrender to the corporation of the certificates for the shares to be converted, and to fully paid and non-assessable Class A Common Shares of the corporation at the rate of one (1) Class B Non-Voting Common

Share for each Class A Common Share. The corporation shall at all times reserve and keep available out of its authorized but unissued Class A Common Shares the full number of Class A Common Shares deliverable upon the conversion of all Class B Non-Voting Common Shares from time to time outstanding.

In addition, the Class B Non-Voting Common Stock will be automatically converted into Class A Voting Common Stock simultaneously with the conversion of any Preferred Shares into Class A Voting Common Stock.

(d) Dividends may be declared and paid or set apart for payment upon the common stock out of any assets or funds of the corporation legally available for the payment of dividends, but only when and as declared by the Board of Directors of the corporation (the "Board of Directors"); and

(e) Upon the voluntary or involuntary liquidation, dissolution or winding up of the corporation, the net assets of the corporation shall be distributed pro rata to the holders of the common stock in accordance with their respective rights and interests, subject to the preferences given to the preferred shares of stock set forth below.

(f) The Company shall, prior to any issuance by the Company of any of its securities (other than debt securities with no equity feature), offer to each shareholder by written notice the right, for a period of thirty (30) days, to purchase for cash at an amount equal to the price or other consideration for which such securities are to be issued, a number of such securities so that, after giving effect to such issuance (and the conversion, exercise and exchange of all shares of a capital stock or other securities that are convertible, exercisable or exchangeable into or for, whether directly or indirectly, shares of Common Stock), each shareholder will continue to maintain its same proportionate equity ownership in the Company as of the date of such notice (treating each shareholder for the purpose of such computation, as the holder of the number of shares of Common Stock which would be issuable to each shareholder upon conversion, exercise or exchange of all securities (including but not limited to the Preferred Shares) held by each shareholder on the date such offer is made, that are convertible, exercisable or exchangeable into or for (whether directly or indirectly) shares of Common Stock and assuming the like conversion, exercise or exchange of all such other securities held by other persons); provided, however, that the first refusal rights of each shareholder pursuant to this paragraph (f) shall not apply to securities issued (a) upon conversion of any of the Preferred Shares, (b) as a stock dividend or upon any subdivision of shares of Common Stock, provided that the securities issued pursuant to such stock dividend or subdivision are limited to additional shares of Common Stock, (c) pursuant to subscriptions, warrants, options, convertible securities, or other rights as being outstanding on the Closing Date, (d) solely in consideration for the acquisition (whether by merger or otherwise) by the Company of any of its subsidiaries of all or substantially all of the stock or assets of any other entity, (e) pursuant to an underwritten public offering. The Company's written notice to each shareholder shall describe the securities proposed to be issued by the Company and specify the number, price and payment terms. Each shareholder may accept the Company's offer as to the full number of securities offered to it or

any lesser number, by written notice thereof given by it to the Company prior to the expiration of the aforesaid thirty (30) day period, in which event the Company shall promptly sell and each shareholder shall buy, upon the terms specified, the number of securities agreed to be purchased by each shareholder; provided, however, that each shareholder may condition such offer on the closing of the sale of all or part of the securities proposed to be sold by the Company. The Company shall be free at any time prior to ninety (90) days after the date of its written notice to each shareholder to offer and sell to any third party or parties the number of such securities not agreed by each shareholder to be purchased by it, at a price and on payment terms no less favorable to the Company than those specified in such written notice to each shareholder. However, if such third party sale or sales are not consummated within such ninety (90) day period, the Company shall not sell such securities as shall not have been purchased within such period without again complying with this paragraph (f).

B. Convertible Preferred Stock

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the Convertible Preferred Stock shall be as follows:

(a) Voting. Each share of Convertible Preferred Stock shall entitle the holder of record thereof to such number of votes per share as shall equal the number (including any fraction to one decimal place) of shares of common stock into which each share of Convertible Preferred Stock is then convertible. Except as otherwise provided by the laws of the State of Florida, the holders of record of shares of Convertible Preferred Stock shall vote with the holders of any other class of stock entitled to vote with respect to all matters to be voted on by the Stockholders of the corporation.

As long as shares of Convertible Preferred Stock are outstanding, the corporation shall not create or authorize any class or series of shares of capital stock ranking prior to or on a parity with the Convertible Preferred Stock in respect of dividends or distribution of assets on liquidation, dissolution or winding up of the corporation, and the corporation shall not authorize, effect or validate any amendment or modification of these Articles of Incorporation (including, without limitation, by merger or consolidation with another corporation) or the Bylaws of the corporation or otherwise alter or change the powers, preferences or rights (including, but not limited to, any liquidation, dividend, conversion, redemption or voting rights) of the holders of Convertible Preferred Stock, or effect any reclassification or recapitalization of the common stock, without, in any such case, the consent of the holders of at least seventy percent (70%) of the number of then outstanding shares of Convertible Preferred Stock voting together as a single class at a meeting called for that purpose, or by written consent signed by the holders of such a percentage of then outstanding shares of Convertible Preferred Stock.

(b) Dividends. Except as provided in paragraphs (e) and (f) below, the corporation shall not declare, pay or set apart any dividend on the Convertible Preferred Stock or declare, make or set apart any distribution on the Convertible Preferred Stock.

(c) Convertibility. Each share of Convertible Preferred Stock shall be convertible into one (1) share of fully paid and non-assessable common stock, subject to adjustment as provided below and in paragraph (d) below.

The Preferred Shares shall be convertible at any time into two and one-half million (2,500,000) shares of Class A Voting Common Stock of the corporation on a fully diluted basis at the time of issuance of the Preferred Shares.

A holder of shares of Convertible Preferred Stock, at his option, at any time and from time to time, may exercise the conversion right as to any or all of such shares held of record by him by delivering to the corporation during regular business hours, at the principal office of the corporation, or at such other place as may be designated by the corporation, the certificate or certificates for the shares to be converted, duly endorsed or assigned in blank or to the corporation (if required by it), accompanied by written notice stating that the holder elects to convert such shares in stating the name or names (with address or addresses) in which the certificate or certificates for shares of common stock are to be issued. All outstanding shares of Convertible Preferred Stock shall be convertible, on a mandatory basis, simultaneously with the closing under an underwritten public offering of shares of common stock by the corporation, registered under the Securities Act of 1933, as amended. Conversion shall be deemed to have been effected on the date, in the case of an optional conversion, when such delivery of certificates for the shares to be converted is made or, in the case of mandatory conversion, on the date immediately prior to consummation of such public offering. As promptly as practical thereafter, the corporation, at its expense, shall issue and deliver to or upon the written order of such holder, at such office or other place designated by the corporation, a certificate or certificates for the number of full shares of common stock to which such holder is entitled.

The person in whose name the certificate or certificates for shares of common stock are to be issued shall be deemed to have become a stockholder of record on the conversion date unless the transfer books of the corporation are closed on that date, in which event he shall be deemed to have become a stockholder of record on the next succeeding day on which the transfer books are opened.

(d) Anti-Dilution. If, whenever shares of Convertible Preferred Stock are outstanding, the corporation increases the number of shares of common stock outstanding in connection with the dividend or other distribution payable in common stock, or shall subdivide its common stock into a greater number of shares of common stock, or shall combine its common stock into a smaller number of shares of common stock, appropriate adjustment must be made in the conversion rate so as to make each share of Convertible Preferred Stock convertible into the same proportion and amount of common stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

(e) Liquidation. Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, net assets available for distribution to the corporation stockholders shall be distributed as follows:

(i) First, the holders of the Convertible Preferred Stock shall be entitled to be paid an amount equal to \$0.10 per share;

(ii) Thereafter, the remaining net assets of the corporation shall be distributed to the holders of the Convertible Preferred Stock and the common stock based upon the number of shares held by each (determined as if the Convertible Preferred Stock had been converted immediately prior thereto). If upon any dissolution, liquidation or winding up of the corporation, the net assets available for distribution to the corporation stockholders shall be insufficient to permit payment to the holders of Convertible Preferred Stock of the amount distributed in clause (i) of this paragraph, the entire assets of the corporation to be so distributed shall be distributed ratably among the holders of Convertible Preferred Stock. Written notice of such liquidation, dissolution or winding up, setting a payment date, the amount of the payment to holders of the corporation stock, and the place where said amounts shall be payable shall be given not less than thirty (30) days prior to the payment date stated therein to each holder of record of such stock. A consolidation, merger, sale of assets or the reduction of capital stock of the corporation shall not be deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of this paragraph. The liquidation preference provided for herein with respect to Convertible Preferred Stock shall be equitably adjusted to reflect any stock dividend, combination or subdivision with respect to the Convertible Preferred Stock.

C. Right to Purchase. The corporation may, from time to time, issue to shareholders the right to purchase (the "Warrant") Class A Voting Common Stock equal to ten percent (10%) of the fully diluted (after conversion of the Preferred Shares and Non-Voting Common Shares) common stock of the corporation. Said Warrants shall provide for a strike price of \$0.01 per share. Any warrant issued hereunder shall be provided for in a separate Warrant Agreement.

Amended

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 9500 Satellite Boulevard, Suite 200, Orlando, Florida 32837, and the name of the registered agent of this corporation at that address is John P. Wilkins.

Restated

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three (3) directors. The number of directors shall be fixed at three (3) and shall never be less than three (3). The corporation shall not, without the written consent or affirmative vote of the holders of not less than a majority of the then outstanding shares of each series of capital stock (Class A, Class B and Preferred Shares) given in writing or by a vote at a meeting, each class voting separately as a series, increase the maximum number of directors beyond three (3). The names and addresses of the directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John P. Wilkins	9500 Satellite Boulevard, Suite 200 Orlando, Florida 32837
S. Ray Halbert	Post Office Box 36-1255 Melbourne, Florida 32936
Peter Fisher	4141 Jutland Drive, Suite 200 San Diego, California 92117

Restated

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

Restated

ARTICLE VIII - COMPENSATION OF DIRECTORS

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of Directors of this corporation.

Restated

ARTICLE IX - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Amended

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended only upon the approval of the holder of holders of a majority of the Class A, Class B, and Preferred Shares, each class of stock being treated as a separate group.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of July, 1996.


JOHN P. WILKINS, Chairman

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that CORE DATA CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named John P. Wilkins, located at 9500 Satellite Boulevard, Suite 200, Orlando, Florida 32837, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOHN P. WILKINS

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