

P960000030292

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)	
315 South Calhoun Street Suite 600	
(Address)	
Tallahassee, Florida 32302	
(City, State, Zip)	(Phone #)

60000017722503  
-04/08/96 -01026 -002  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

EFFECTIVE DATE  
4-5-96

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

1. SCS Acquisition, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

☒ Certified Copy

☐ Certificate of Status

1:00

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

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

RECEIVED  
TALLAHASSEE, FLORIDA

96 APR -8 PM 11:52

FILED

96 APR -8 AM 10:27  
DIVISION OF CORPORATION

*[Handwritten signature]*

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
SCS ACQUISITION, INC.

FILED

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The undersigned, acting as incorporator of SCS ACQUISITION, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

SCS Acquisition, Inc.

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45-96

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

8133 Baymeadows Way  
Jacksonville, Florida 32256

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 8133 Baymeadows Way, Jacksonville, Florida 32256 as the street address of the initial registered office of the corporation and names Jerry W. Davis the corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names of the initial directors are:

Jerry W. Davis

Anthony V. Weight

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
L. Kinder Cannon III	50 N. Laura Street Suite 3900 Jacksonville, Florida 32202

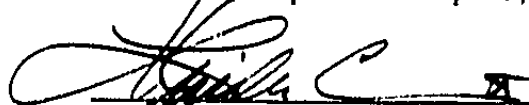
#### ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately

determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on April 5, 1996.



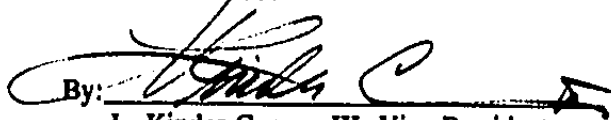
L. Kinder Cannon III  
Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

#### INTRASTATE REGISTERED AGENT CORPORATION

Dated: April 5, 1996



L. Kinder Cannon III, Vice President

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96 APR -8 PM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# P96000030292

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-05/08/96--01033--013  
\*\*\*\*175.00 \*\*\*\*175.00

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

1. SCS Acquisition, Inc.  
(Corporation Name) (Document #)
2. Summit Computer Services, Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4-30-96  
11:30 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
05 APR 30 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
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<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CO. REC. 26. PM 3:27  
DIVISION OF CORPORATION

4/30  
*Jon Miller*  
C.C.-2

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortha  
Secretary of State

P96000030292

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

SCS ACQUISITION, INC., a Florida corporation, P96000030292

INTO

**SUMMIT COMPUTER SERVICES, INC.**, a North Carolina corporation not  
qualified in Florida

File date: April 30, 1996

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER  
OF  
SCS ACQUISITION, INC., A FLORIDA CORPORATION  
WITH AND INTO  
SUMMIT COMPUTER SERVICES, INC.,  
A NORTH CAROLINA CORPORATION**

FILED  
96 APR 30 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made this 30th day of April, 1996, by and between SCS ACQUISITION, INC., a Florida corporation ("Subsidiary") and SUMMIT COMPUTER SERVICES, INC., a North Carolina corporation ("Target").

WHEREAS, for various business reasons, the board of directors of each of Subsidiary and Target believe that it is in the best interests of their respective shareholders that Subsidiary be merged with and into Target, with Target continuing as the surviving corporation (the "Merger");

WHEREAS, Subsidiary is a wholly-owned subsidiary of Computer Management Sciences, Inc., a Florida corporation ("Parent"); and

NOW, THEREFORE, the undersigned corporations, in accordance with Sections 607.1105 and 607.1107, Florida Statutes, and Sections 55-11-05 and 55-11-07, North Carolina Statutes, and in consideration of the premises and the mutual agreements and covenants herein contained, hereby adopt these Articles of Merger and agree as follows:

**ARTICLE I.** The plan of merger is as follows:

1.1 The parties to these Articles of Merger are Subsidiary (the "Terminating Corporation") and Target (the "Surviving Corporation"). The Terminating Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation continuing to exist under and be governed by the laws of the State of North Carolina.

1.2 The manner and basis of converting the shares of the Surviving Corporation into shares of Parent is as follows: each share of the Surviving Corporation common stock which shall be issued and outstanding immediately before the effective date shall, by virtue of the Merger, at the effective date be converted into and exchanged for 0.91779 fully paid shares of Parent common stock, subject to adjustment. All shares of the Terminating Corporation issued and outstanding immediately before the effective date shall be cancelled.

1.3 Upon consummation of the Merger, outstanding certificates representing shares of the Surviving Corporation common stock shall thereafter represent the right to receive, upon surrender, (i) the number of whole shares of Parent common stock such holder shall be entitled to receive based upon the exchange ratio set forth in paragraph 1.2 above, and (ii) cash in lieu of any fractional shares of Parent common stock.

1.4 The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the Merger, shall be amended and restated in their entirety. The restated articles of Incorporation of Surviving Corporation are attached hereto and by this reference incorporated herein.

1.5 The Bylaws of the Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall be amended and restated in their entirety.

1.6 From and after the effective date of the Merger and until the election and qualification of their successors, the officers and directors of the Surviving Corporation shall be the same as the officers and directors of the Terminating Corporation prior to the Merger. Officers and directors of the Surviving Corporation shall hold office subject to provisions of applicable law.

**ARTICLE II.** The Merger Agreement and these Articles of Merger were duly adopted and approved at a special meeting of the Board of directors of Parent on April 19, 1996, and by written consent in lieu of a special meeting of the board of directors of the Terminating Corporation, pursuant to Section 607.0821, Florida Statutes, dated April 19, 1996. The Merger Agreement and these Articles of Merger were duly adopted and approved by written consent in lieu of a special joint meeting of the board of directors and shareholders of the Surviving Corporation, pursuant to Sections 55-7-04 and 55-8-21, General Statutes of North Carolina, dated April 30, 1996. Approval of the Merger by the sole shareholder of the Terminating Corporation was obtained pursuant to a written consent in lieu of a special meeting of the sole shareholder, dated April 19, 1996, pursuant to Section 607.0704, Florida Statutes.

**ARTICLE III.** The effective date of the Merger shall be the later of the date these Articles of Merger are filed with the Florida Department of State and the North Carolina Department of State.



IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of the date first written above.

**TERMINATING CORPORATION:**

SCS ACQUISITION, a Florida corporation

By: 

Jerry W. Davis, President and Chief  
Executive Officer

**SURVIVING CORPORATION:**

SUMMIT COMPUTER SERVICES, INC., a North  
Carolina corporation

By: 

John W. Martin, II, President

JAX-199474  
45282-9

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SUMMIT COMPUTER SERVICES, INC.**

In accordance with Section 55-11-01, General Statutes of North Carolina, and upon consummation of the merger of SCS Acquisition, Inc., a Florida corporation ("SCS"), with and into Summit Computer Services, Inc., a North Carolina corporation ("Summit"), with Summit surviving the merger, the articles of incorporation of Summit are hereby amended and restated in their entirety as follows:

**ARTICLE I. NAME**

The name of the corporation is:

Summit Computer Services, Inc.

**ARTICLE II. ADDRESS**

The street address of the principal office and the mailing address of the corporation are:

7520 E. Independence Blvd. #240  
Mecklenburg County, Charlotte, North Carolina 28227

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares the corporation is authorized to issue is 500,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The corporation designates 7520 E. Independence Blvd., Suite 240, Mecklenburg County, Charlotte, North Carolina 28227 as the street address of the registered office of the corporation and names John W. Martin, II, the corporation's registered agent at that address to accept service of process within this state.

## ARTICLE VI. BOARD OF DIRECTORS

The corporation has two (2) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the directors are:

Jerry W. Davis	8133 Baymeadows Way Jacksonville, Florida 32256
Anthony V. Weight	8133 Baymeadows Way Jacksonville, Florida 32256

## ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the North Carolina Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: April 30, 1996



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John W. Martin, II