

P96000045226



UNICAPITAL CORPORATION

10800 Biscayne Boulevard Miami Florida 33161-7807

T 305 899 5000 F 305 899 5050

Via Federal Express

October 12, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700003013737--9
-10/13/99--01052--006
*****43.75 *****43.75

Re: Amended and Restated Articles of Incorporation
System Development and Integration, Inc.

Dear Sir or Madam:

Enclosed please find one fully-executed original and one copy of the Amended and Restated Articles of Incorporation for System Development and Integration, Inc. Also enclosed is a check in the amount of \$43.75 which encompasses the \$35.00 filing fee and \$8.75 certified copy fee.

Please file the enclosed and return the certified copy of the Amended and Restated Articles of Incorporation to my attention in the enclosed Federal Express envelope. If you have any questions regarding the enclosed, please contact me at 305.899.5018.

Thank you for your immediate attention to the enclosed.

Sincerely,

Teri M. Trimmer

Teri M. Trimmer

enc.

*Amend + Restate
10-21-99
BKS*

FILED
99 OCT 13 AM 10:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SYSTEM DEVELOPMENT AND INTEGRATION, INC.**

FILED
99 OCT 13 AM 10:33
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

System Development and Integration Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act;

DOES HEREBY CERTIFY:

1. Articles of Incorporation incorporating System Development and Integration, Inc. were filed with the Florida Department of State on May 28, 1996;
2. No amendments to the Articles of Incorporation of System Development and Integration, Inc. have been filed with the Florida Department of State since its date of incorporation;
3. The Board of Directors and Shareholders of said corporation, by unanimous written consent of the board members and shareholders, filed with the minutes of the Board, adopted resolutions on October 11, 1999 proposing and declaring advisable the amended and restated Articles of Incorporation as provided to each board member and shareholder; and
4. That the aforesaid resolutions to amend and restate the Articles of Incorporation of the corporation were duly adopted in accordance with the applicable provisions of the Florida Statutes and in accordance with the Florida Business Corporations Act.

ARTICLE I

The name of the corporation shall be System Development and Integration, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

100 Kings Point Drive, Apt. #202
Miami Beach, Florida 33160

ARTICLE III

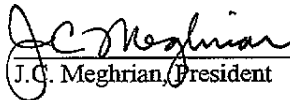
The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock at no par value. Said capital stock shall be nonassessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

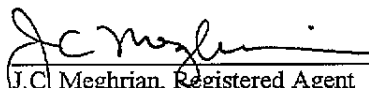
The name and street address of the registered agent is:

J.C. Meghrian
100 Kings Point Drive, Apt. #202
Miami Beach, Florida 33160

Signed this 12th day of October, 1999.


J.C. Meghrian, President

I hereby agree to act as registered agent for System Development and Integration, Inc.


J.C. Meghrian, Registered Agent
October 12, 1999