

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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☒ **CERTIFIED COPY**

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☒ **FILING**

Restated articles
~~Restated articles~~

1.) Insight Technology Partners, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
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4.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

CORAPRSTAR

Restated

02-06-98

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SECRETARY OF STATE
DIVISION OF CORPORATION
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DIVISION OF CORPORATION

**RESTATED
ARTICLES OF INCORPORATION
OF
INSIGHT TECHNOLOGY PARTNERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 12: 18

**ARTICLE 1
NAME**

The name of the corporation is InSight Technology Partners, Inc. (the "Company").

**ARTICLE 2
MAILING ADDRESS**

The mailing address of the Company is One East Broward Boulevard, Suite 601, Fort Lauderdale, Florida 33301.

**ARTICLE 3
CAPITAL STOCK**

The number of shares of capital stock that the Company is authorized to issue is Twenty Million (20,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Company. In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of Common Stock shall be entitled to share ratably based upon the number of shares of Common Stock held by them in all assets of the Company available for distribution to its shareholders.

**ARTICLE 4
REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office is One East Broward Boulevard, Suite 601, Fort Lauderdale, Florida 33301. The name of the Company's registered agent at that office is Bruce K. Frcek.

**ARTICLE 5
INCORPORATOR**

The name and address of the incorporator of the Company is Bruce K. Frcek, One East Broward Boulevard, Suite 601, Fort Lauderdale, Florida 33301.

ARTICLE 6
PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE 7
LIABILITY OF DIRECTORS

No director of the Company shall be personally liable to the Company or any other person for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, by such director, unless (a) the director breached or failed to perform his or her duties as a director, and (b) the director's breach of, or failure to perform, those duties constitutes: (i) a violation of criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act (liability for unlawful distributions) are applicable; (iv) in a proceeding by or in the right of the Company to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Company, or willful misconduct; or (v) in a proceeding by or in the right of someone other than the Company or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE 8
BYLAWS

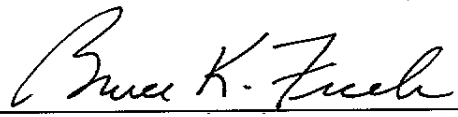
In furtherance of and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Company is expressly authorized and empowered to make, alter or repeal the Bylaws of the Company, subject to the power of the shareholders to alter or repeal any Bylaw made by the Board of Directors.

IN WITNESS WHEREOF, InSight Technology Partners, Inc. has caused its corporate seal to be affixed to these Restated Articles of Incorporation, and has caused these Restated Articles of Incorporation to be signed by Bruce K. Frcek, its Chairman and President, this 4th day of February, 1998.

INSIGHT TECHNOLOGY PARTNERS, INC.

[Corporate Seal]

By: _____

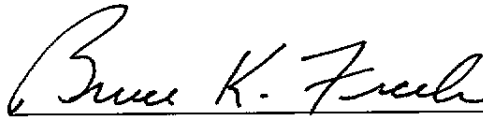

Bruce K. Frcek
Chairman and President

CERTIFICATE OF RESTATEMENT

InSight Technology Partners, Inc., a Florida corporation (the "Company"), pursuant to Section 607.1007 and in accordance with Section 607.0120 of the Florida Business Corporation Act, hereby submits this Certificate of Restatement to the Secretary of State of the State of Florida in order to restate the Company's Articles of Incorporation. The Restated Articles of Incorporation of the Company are attached hereto. The Board of Directors of the Company adopted and approved the Restated Articles of Incorporation on February 3, 1998. One Hundred Percent (100%) of the holders of the Company's common stock, par value \$.01 per share, adopted and approved the Restated Articles of Incorporation on February 3, 1998. The Company has no other class of capital stock authorized, issued or outstanding and, therefore, no other class of shareholders was entitled to vote to adopt and approve the Restated Articles of Incorporation.

IN WITNESS WHEREOF, InSight Technology Partners, Inc. does hereby submit for filing with the Secretary of State of the State of Florida the attached Restated Articles of Incorporation.

INSIGHT TECHNOLOGY PARTNERS, INC.

A handwritten signature in cursive script, reading "Bruce K. Frcek", written over a horizontal line.

Bruce K. Frcek
Chairman and President