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ACCOUNT NO. : 072100000032

REFERENCE : 033057 9964A

AUTHORIZATION : Patricia P.

COST LIMIT : \$35.00

ORDER DATE : November 16, 1998

ORDER TIME : 12:25 PM

ORDER NO. : 033057-005

CUSTOMER NO: 9964A

900002688129--3

CUSTOMER: Gregory C. Yadley  
Shumaker Loop & Kendrick  
Barnet Plaza, Suite 2800  
101 East Kennedy Boulevard  
Tampa, FL 33602

RECEIVED

98 NOV 16 PM 1:08

DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: ALLIANCE COMPUTING  
TECHNOLOGIES, INC.

XX ARTICLES OF AMENDMENT  
     RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 NOV 16 PM 2:36

FILED

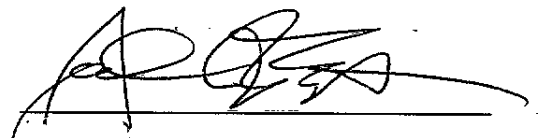
Dec 14/17

**CERTIFICATE TO AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
ALLIANCE COMPUTING TECHNOLOGIES, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

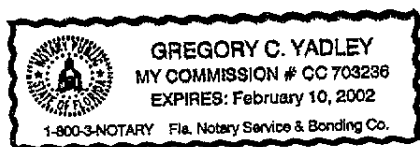
I, John P. Foster, Chairman & CEO of Alliance Computing Technologies, Inc., do hereby certify the following:

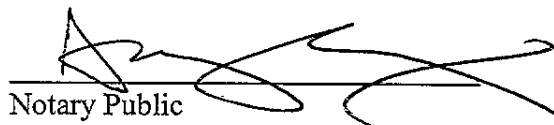
1. The attached Amended and Restated Articles of Incorporation of Alliance Computing Technologies, Inc. (the "Restated Articles") contain amendments requiring shareholder approval.
2. The Restated Articles were duly approved and adopted by a majority of the shareholders of Alliance Computing Technologies, Inc. at a special meeting on November 12, 1998, and the Board of Directors of Alliance Computing Technologies, Inc., on September 8, 1998. The number of votes cast was sufficient for approval.
3. The Restated Articles were duly adopted and supersede the original Articles of Incorporation filed on June 24, 1997, and any amendments to those Articles of Incorporation.
4. The Florida Secretary of State may certify the Restated Articles as the Articles of Incorporation currently in effect for Alliance Computing Technologies, Inc.

  
John P. Foster, Chairman  
and CEO

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF HILLSBOROUGH        )

On November 12, 1998, personally appeared before me, a Notary Public, ~~Gerald P. Hurley~~ John P. Foster, ~~President~~ Chairman and CEO of Alliance Computing Technologies, Inc., who acknowledged that he executed the above instrument.



  
Notary Public  
State of Florida at Large

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**ALLIANCE COMPUTING TECHNOLOGIES, INC.**

Alliance Computing Technologies, Inc., a corporation organized and existing under the General Corporation Law of the State of Florida (the "Corporation"), does hereby certify:

I. The Corporation pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the original Articles of Incorporation filed on June 24, 1997, and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by a majority of the shareholders of the Corporation at a special meeting called for such purpose on November 12, 1998.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles which are as follows:

**Article 1 - Name**

The name of the corporation is **Alliance Computing Technologies, Inc.** (the "Corporation").

**Article 2 - Purpose**

The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.

**Article 3 - Corporation's Principal Address**

The principal office of the Corporation is located at 3105 W. Waters Avenue, Suite 215, Tampa, FL 33614.

**Article 4 - Registered Office and Agent**

The name and address of the Corporation's registered agent and registered office in the State of Florida is John P. Foster, 3105 W. Waters Avenue, Suite 215, Tampa, FL 33614.

**Article 5 - Authorized Shares**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twelve Million (12,000,000) shares, consisting of (i) Ten Million (10,000,000) shares of common stock, \$.001 value per share (the "Common Stock"), and (ii) Two Million (2,000,000) shares of preferred stock, \$.001 value per share (the "Preferred Stock"). The designation, powers, preferences and

relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

A. **Common Stock.** There shall be two classes of Common Stock – Class A Common Stock and Class B Common Stock, described as follows:

(1) **Class A Common Stock.** Each holder of record of shares of Class A Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him. In any election of directors, no holder of Class A Common Stock shall be entitled to cumulate his votes by giving one candidate more than one vote per share. The holders of a simple majority of the outstanding shares of Class A Common Stock have the power to elect all of the directors subject to the powers of Preferred Stock issued in the future. The holders of Class A Common Stock do not have preemptive, redemption or conversion rights. Except for and subject to those rights expressly granted to the holders of all classes or series of stock at the time outstanding having prior rights as to dividends or distributions of assets upon a Liquidation (defined in Section C(5)), including, but not limited to the Series A Preferred Stock, or except as may be provided by the laws of the State of Florida, the holders of Class A Common Stock shall have exclusively all other rights of shareholders including, but not by way of limitation, (i) the right to receive dividends, when and as declared by the Board of Directors of the Corporation (the "Board of Directors") out of assets lawfully available therefor, and (ii) in the event of any distribution of assets upon a Liquidation (defined in Section C(5)) or otherwise, the right to receive assets and funds of the Corporation as set forth in Section C(5).

(2) **Class B Common Stock.** Holders of Class B Common Stock shall have no voting or preemptive rights or rights to receive dividends. The Corporation may redeem any shares of Class B Common Stock for consideration of \$2.00 per share at any time until June 23, 2000. Holders of Class B Common Stock may convert any or all of their shares to Class A Common Stock upon payment to the Corporation of \$2.00 per share at any time until June 23, 2000. If any shares of Class B Common Stock have not been converted into Class A Common Stock or redeemed by June 23, 2000, such shares of Class B Common Stock shall be canceled automatically on such date and the holders of such shares shall have no further rights as a shareholder of the Corporation. Holders of Class B Common Stock shall have no right at any time to receive distributable assets of the Corporation in the event of a Liquidation (defined in Section C(5)) or otherwise.

B. **Preferred Stock.** The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more classes and series. Subject to the terms contained in any designation of a series of Preferred Stock and to limitations prescribed by law, the Board of Directors is expressly authorized, at any time and from time to time, to fix by resolution the designation and relative powers, preferences and rights and the qualifications and limitations thereof relating to the shares of each such class or series. The authority of the Board of Directors with respect to the provisions for shares of any class of Preferred Stock or any series of any class of Preferred Stock shall include, but not be limited to, the following:

(1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

(2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;

(4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(5) the amount or amounts payable upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities or cash or other property and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

C. **Series A Preferred Stock.** There shall be designated a series of Preferred Stock known as "Series A Preferred Stock" consisting of 155,000 shares of Preferred Stock, the qualifications, limitations or restrictions of which are described as follows:

(1) **Dividends.** The holders of shares of Series A Preferred Stock shall be entitled to annual dividends equal to \$.10 per share. The initial dividend period shall begin May 1, 1998, with subsequent annual dividend periods beginning May 1 of each year thereafter. Dividends shall be payable in April and October of each year. The Board of Directors in its sole discretion shall determine whether a dividend shall be distributed or accumulate.

(2) **Conversion.** Each outstanding share of Series A Preferred Stock shall be convertible into one share of Class A Common Stock of the Corporation on or before November 15, 1998, at the option of the holder of Series A Preferred Stock; provided that the holder of Series A Preferred Stock pays to the Corporation, \$1.00 per share of Series A Preferred Stock converted. Each outstanding share of Series A Preferred Stock shall automatically be converted, without any further act of the Corporation or its shareholders, into one fully paid and nonassessable share of Class A Common Stock upon the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of the Class A Common Stock for the account of the Corporation.

(3) **Redemption.** The Corporation may redeem any or all shares of outstanding Series A Preferred Stock on or after April 15, 2001, at a price of \$1.00 per share, together with the payment by the Corporation of all accrued and unpaid dividends payable on or before the date of redemption.

(4) **Voting and Other Rights.** Except as otherwise required under Florida Law, holders of Series A Preferred Stock shall have no voting or preemptive rights.

(5) **Rights upon Liquidation, Winding-Up.** In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (a "Liquidation"), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation legally available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of any stock ranking on Liquidation junior to the Series A Preferred Stock (with respect to rights on Liquidation, the Series A Preferred Stock shall rank senior to the Common Stock), an amount per share for the Series A Preferred Stock equal to unpaid dividends thereon, if any, to the date of payment, plus \$1.00 per share. If upon any Liquidation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amounts to which they respectively shall be entitled, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares of Series A Preferred Stock were paid in full. In the event of any Liquidation, after payment shall have been made to the holders of shares of Series A Preferred Stock of the full amount to which they shall be entitled as aforesaid, the holders of shares Class A Common Stock shall be entitled to share ratably in all the remaining assets of the Corporation available for distribution to its shareholders, if any.

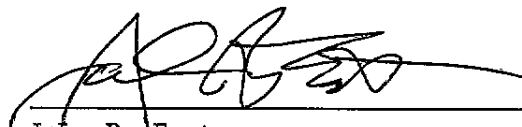
#### **Article 6 - Board of Directors**

The Corporation shall have a minimum of one director to hold office until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

#### **Article 7 - Indemnification**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**IN WITNESS WHEREOF**, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 12th day of November, 1998.

  
\_\_\_\_\_  
John P. Foster,  
Chairman and CEO