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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 2001 500004514475--0

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Applied Programming Solutions, Inc.

Dear Ladies and Gentlemen:

Enclosed for filing on behalf of the above corporation please find:

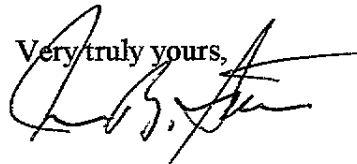
Restated Certificate of Incorporation of Applied Programming solutions, Inc.

Articles of Merger between Applied Programming Solutions, Inc. and DBM
Payroll Services, L. C.

A check for \$210.00 is enclosed for filing fees and certified copies. Please return a certified
copy of each document.

Restated Arts
8-13-01
JBS

Very truly yours,



John B. Smith

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES
OF
INCORPORATION
OF
APPLIED PROGRAMMING SOLUTIONS, INC.**

It is hereby certified that:

1. (a) The present name of the corporation (hereinafter called the "Corporation") is Applied Programming Solutions, Inc..

(b) The name under which the Corporation was originally incorporated is Applied Programming Solutions, Inc. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on January 14, 1999, under Document Number P99000005042, and Articles of Amendment to such Articles of Incorporation were filed with the Secretary of State of the State of Florida on May 9, 2000.

2. The provisions of the Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in this instrument which is entitled Restated Articles of Incorporation of Applied Programming Solutions, Inc.

3. The Board of Directors of the Corporation has duly adopted these Restated Articles of Incorporation in the form set forth herein.

4. The shareholders of the Corporation, voting as a single voting group by proxy and at a meeting duly called and held, have approved these Restated Articles of Incorporation in the form set forth herein by a number of votes cast in favor which is sufficient for approval of these Restated Articles of Incorporation.

RESTATED ARTICLES OF INCORPORATION
OF
APPLIED PROGRAMMING SOLUTIONS, INC.

ARTICLE I – NAME

The name of the Corporation is APPLIED PROGRAMMING SOLUTIONS, INC., (hereinafter, the “Corporation”).

ARTICLE II – PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III – CAPITAL STOCK

The aggregate number of shares of all classes of stock that the Corporation shall have authority to issue is 60,000,000, divided into two classes. The description of the Corporation’s classes of stock, the number of authorized shares allocated to each class and the voting powers, designations, preferences, qualifications, limitations, restrictions and special or relative rights in respect of each class of stock are or shall be fixed as follows:

Section 1. Common Stock. There shall be 50,000,000 shares of a class designated Common Stock, with a par value of \$0.01 per share. The holders of shares of Common Stock shall be entitled (i) to vote on all matters at all meetings of the shareholders of the Corporation on the basis of one vote for each share of Common Stock held of record; (ii) subject to any preferential dividend rights applicable to the Preferred Stock, to receive such dividends as may be declared by the Board of Directors; and, (iii) in the event of the voluntary, or involuntary, liquidation or winding up of the Corporation, after distribution in full of any preferential amounts to be distributed to holders of shares of Preferred Stock, to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the aggregate number of their shares of Common Stock.

Section 2. Preferred Stock. There shall be 10,000,000 shares of a class designated Preferred Stock, with a par value of \$0.01 per share. The Board of Directors is authorized to issue the Preferred Stock, from time to time, in one or more series. The Board of Directors is further authorized, from time to time, to amend these Restated Articles of Incorporation without shareholder approval, pursuant to Section 607.0602 of the Florida Business Corporation Act, for the purpose of establishing or altering in respect of the Preferred Stock and each such series thereof, the following terms and provisions of any authorized and unissued shares of such stock:

- (a) The distinctive serial designation;
- (b) The number of shares of the series, which number may at any time or from time to time be increased or decreased (but not below the number of shares of such series then outstanding);
- (c) The voting powers and, if voting powers are granted, the extent of such voting powers including the right, if any, to elect a director or directors;
- (d) The election, term of office, filling of vacancies and other terms of the directorships of directors, if any, elected by the holders of any one or more classes or series of such stock;
- (e) The dividend rights, if any, including the dividend rate and the dates on which any dividends shall be payable;
- (f) The date from which dividends, if any, on shares issued prior to the date for payment of the first dividend thereon shall be cumulative;
- (g) The redemption rights, if any, redemption price, terms of redemption, and the amount of and provisions regarding any sinking fund for the purchase or redemption thereof;
- (h) The liquidation preference, if any, and the amounts payable on dissolution or liquidation;
- (i) The terms and conditions, if any, under which shares of a series may be converted; and
- (j) Any other terms or provisions that the Board of Directors is authorized by law to fix or alter.

Section 3. Provisions Applicable to Both Common and Preferred Stock. Except as otherwise provided in these Restated Articles of Incorporation, as amended from time to time, no holder of shares of any class of stock of the Corporation shall be entitled, as a matter of right, to purchase or subscribe for any shares of any class of stock of the Corporation, whether now or hereafter authorized. The Board of Directors shall have authority to fix the issue price and to determine the consideration to be received with respect to any and all shares of any class or series of stock of the Corporation.

ARTICLE IV – DIRECTORS

The number of directors to constitute the Board of Directors shall be such number as fixed by a resolution adopted by the affirmative vote of a majority vote of the whole Board of Directors, but to be eleven (11) until otherwise determined.

ARTICLE V – INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent authorized or permitted by Section 607.0850 of the Florida Business Corporation Act, as now or hereafter in effect. The Corporation is hereby authorized to make other or further indemnification or advancement of expenses of any of its officers, directors, employees or agents to the fullest extent permitted by law, whether under bylaw, contract, vote of shareholders or disinterested directors, or otherwise.

ARTICLE VI - MEETINGS

Special meetings of the shareholders for any lawful purpose or purposes may be called at any time only by a majority of the whole Board of Directors, by the Chairman of the Board, by the President or by the holders of not less than fifty per cent (50%) of all votes entitled to be cast on any issue proposed to be considered at a special meeting. Each call for a special meeting of the shareholders shall state the time, the day, the place and the purpose or purposes of such meeting and shall be in writing, signed by the persons making the same and delivered to the Secretary of the Corporation. No business shall be conducted at any special meeting of the shareholders other than the business stated in the call for such meeting.

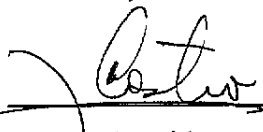
ARTICLE VII - AMENDMENTS

The affirmative vote of the holders of not less than two thirds (2/3) of the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors shall be required to amend, modify, alter or repeal Articles IV, V, VI and the first paragraph of Article VII of these Restated Articles of Incorporation.

So long as any shares of a series of the Preferred Stock are outstanding, the Corporation shall not amend, alter or repeal any provision of these Restated Articles of Incorporation, or any amendments thereto, which relate to a series of the Preferred Stock without the consent of the holders of at least a majority of the total number of outstanding shares of the series of Preferred Stock whose rights, preferences or limitations would be affected by such amendment.

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be duly adopted by its Board of Directors and approved by its shareholders in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act and to be executed in its corporate name this 18 day of June, 2001.

APPLIED PROGRAMMING
SOLUTIONS, INC.

By: 
Jack Castro, President