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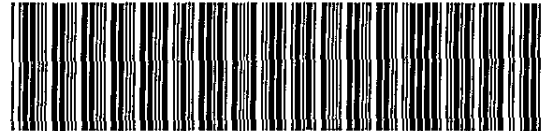
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

22 6/17/03



June 10, 2003

Re: EMS Computing, Inc. – Amended and Restated Articles

HAAS & CHAMBERS, PLLC

1725 I STREET, NW

SUITE 300

WASHINGTON, DC

20006-2423

202.463.0000

FAX 202.349.3768

WWW.HC-LEGAL.COM

Via Federal Express
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Madam or Sir,

I have enclosed original Amended and Restated Articles of Incorporation for EMS Computing, Inc., a original Certificate related thereto, and a check for \$35. Please accept the Amended and Restated Articles for filing and return any certificate or confirmatory documentation to me at the firm's address on the left.

Thank you.

Very truly yours,



David C. Haas

Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EMS COMPUTING, INC.
a Florida corporation

Pursuant to the provisions of the Florida Business Corporation Act, including section 607.1007 thereof, EMS Computing, Inc., a Florida corporation (the "Corporation") hereby amends and restates its Articles of Incorporation, as in effect immediately prior to the effective date hereof, in their entirety as follows:

ARTICLE I

The name of the Corporation is EMS Computing, Inc.

ARTICLE II

The street address of the principal office is 3401 NW 98th Street, Suite A, Gainesville, Florida 32606.

ARTICLE III

The Corporation is authorized to issue two classes of stock which shall be designated as Class A Common and Class B Common. The total number of shares of Class A Common stock the Corporation is authorized to issue is 2,000,000, with no par value. The total number of shares of Class B Common stock that the Corporation is authorized to issue is 2,000,000, with no par value. Class A Common stock and Class B Common stock shall have the same preferences, relative rights and limitations except that Class B Common shall have no voting rights.

ARTICLE IV

The street address of the Corporation's registered office is 7201 3rd Avenue, N.W., Bradenton, Florida 34209 and the name of its registered agent at that office is Ronald K. Stockton.

ARTICLE V

A. Definitions

For purposes of this Article V, the following terms shall have the meanings indicated:

1. "eligible person" means a person who is or was a director, officer, employee or advisor on any board of advisors of the Corporation or a person who is or was serving at the request of the Corporation as a director, trustee, partner, officer or employee of another corporation, affiliated corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A person shall be considered to be serving an employee benefit plan at the Corporation's request if his duties

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to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan;

2. "expenses" includes, without limitation, counsel fees;

3. "liability" means the obligation to pay a judgment, settlement, penalty, fine (including any excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding;

4. "party" includes, without limitation, an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding; and

5. "proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

B. Limitation of Liability

To the full extent that the Florida Business Corporation Act, as it exists on the date hereof or as hereafter amended, permits the limitation or elimination of the liability of directors, officers or other eligible persons, no director or officer of the Corporation or other eligible person made a party to any proceeding shall be liable to the Corporation or its shareholders for monetary damages arising out of any transaction, occurrence or course of conduct, whether occurring prior or subsequent to the effective date of this Article V.

C. Indemnification

To the full extent permitted by the Florida Business Corporation Act, as it exists on the date hereof or as hereafter amended, the Corporation shall indemnify any person who was or is a party to any proceeding, including a proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, by reason of the fact that such person is or was an eligible person against any liability incurred by him in connection with such proceeding. To the same extent, the Corporation is empowered to enter into a contract to indemnify any eligible person against liability in respect of any proceeding arising from any act or omission, whether occurring before or after the execution of such contract.

D. Termination of Proceeding

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the eligible person did not meet any standard of conduct that is or may be a prerequisite to the limitation or elimination of liability provided in Article V(B) or to his entitlement to indemnification under Article V(C).

E. Determination of Availability

The Corporation shall indemnify under Article V(C) any eligible person who prevails in the defense of any proceeding. Any other indemnification under Article V(C) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the eligible person has met any standard of conduct that is a prerequisite to his entitlement to indemnification under Article V(C).

Authorization of indemnification and advancement of expenses and evaluation as to reasonableness of expenses shall be made in accordance with the provisions of section 607.0850 of the Florida Business Corporation Act.

Notwithstanding the foregoing, in the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification, an advance or reimbursement is claimed other than through successor Directors approved by the Board of Directors, any determination as to such indemnification, advance or reimbursement shall be made by independent legal counsel agreed upon by the Board of Directors and the eligible person. If the Board of Directors and the eligible person are unable to agree upon such independent legal counsel, the Board of Directors and the eligible person each shall select a nominee, and the nominees shall select such independent legal counsel.

F. Advances

1. The Corporation may pay for or reimburse the reasonable expenses incurred by any eligible person (and for a person referred to in Article V(G)) who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under Article V(C) if any such person furnishes the Corporation:

(a) a written statement, executed personally, of his good faith belief that he has met any standard of conduct that is a prerequisite to his entitlement to indemnification pursuant to Article V(C) or Article V(G); and

(b) a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet such standard of conduct.

The undertaking required by clause (b) of this Article V(F) shall be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

2. Authorizations of payments under this Article V(F) shall be made by the persons specified in Article V(E).

G. Indemnification of Others

The Corporation is empowered to indemnify or contract to indemnify any person not specified in Article V(C) who was, is or may become a party to any proceeding, by reason of the fact that he is or was an agent of or consultant to the Corporation, to the same or a lesser extent as if such person were specified as one to whom indemnification is granted in Article V(C). The provisions of Article V(D), Article V(E) and Article V(F), to the extent set forth therein, shall be applicable to any indemnification provided hereafter pursuant to this Article V(G).

H. Application; Amendment

The provisions of this Article V shall be applicable to all proceedings commenced after it becomes effective, arising from any act or omission, whether occurring before or after such effective date. No amendment or repeal of this Article V shall impair or otherwise diminish the rights provided under this Article V (including those created by contract) with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions and make all such determinations and authorizations as shall be necessary or appropriate to comply with its obligation to make any indemnity against liability, or to advance any expenses, under this Article V and shall promptly pay or reimburse all reasonable expenses incurred by any eligible person or by a person referred to in Article VI(G) in connection with such actions and determinations or proceedings of any kind arising therefrom.

I. Insurance

The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any eligible person (and for a person referred to in Article V(G)) against any liability asserted against or incurred by him whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article V.

J. Further Indemnity

1. Every reference herein to directors, officers, trustees, partners, employees, advisors, agents or consultants shall include former directors, officers, trustees, partners, employees, advisors, agents or consultants and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article V shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article V.

2. Nothing herein shall prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, by-laws, or other arrangements (including without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the


Board of Directors (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, by-laws or other arrangements); provided, however, that any provision of such agreements, by-laws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the State of Florida, but other provisions of any such agreements, by-laws or other arrangements shall not be affected by any such determination.

K. Severability

Each provision of this Article V shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, which restate and amend the Articles of Incorporation of EMS Computing, Inc. in effect immediately prior the filing hereof, and which have been duly recommended and adopted in accordance with section 607.1007 of the Florida Business Corporation Act, have been executed by the President of the Corporation as of this 6th day of June, 2003.

EMS COMPUTING, INC.



Eric M. Stockton, President

**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
EMS COMPUTING, INC.**

EMS Computing, Inc, a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation")

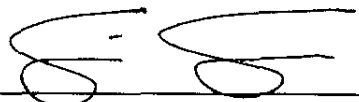
DOES HEREBY CERTIFY:

FIRST: That, on and effective as of the 6th day of June, 2003, the Board of Directors of the Corporation adopted a resolution setting forth a proposed amendment to and restatement of the Articles of Incorporation of the Corporation in the form attached hereto as Exhibit A and recommending said amendment and restatement; and

SECOND: That, on and effective as of the 6th day of June, 2003, said amendment and restatement was duly adopted by unanimous written shareholder consent in accordance with the provisions of the Florida Business Corporation Act, including sections 607.1003, 607.1007 and 607.0704 thereof.

IN WITNESS WHEREOF, this Certificate of Amendment and Restatement has been signed by the President of the Corporation as of the 6th day of June, 2003.

EMS COMPUTING, INC.

By: 
Eric M. Stockton, President