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P. 01

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP
Account Number : 071075000166
Phone : (904) 798-3200
Fax Number : (904) 798-3207

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BASIC AMENDMENT

TRANSSOLVE, INC.

Certificate of Status	0
Certified Copy	0
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FAX NO.

P. 07



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 28, 2001

TRANSSOLVE, INC.
435 CLARK RD., STE. 305
JACKSONVILLE, FL 32218

SUBJECT: TRANSSOLVE, INC.
REF: P99000069523

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

THE NAME OF THE REGISTERED AGENT ON THE OFFICIAL RECORDS IS RAX CO., NOT RAXCO. PLEASE MAKE THE NAME OF THE REGISTERED AGENT THE SAME THROUGHOUT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000021902
Letter Number: 801A00012590

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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CERTIFICATE ACCOMPANYING AMENDED
AND RESTATED ARTICLES OF INCORPORATION OF
TRANSOLVE, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, on behalf of TRANSSOLVE, INC., and pursuant to the Florida Business Corporation Act, Section 607.1007(4)(1997), certifies as follows:

1. The name of the Corporation is TRANSSOLVE, INC. The duration of the Corporation is perpetual.
2. The Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate contains amendments requiring the approval of the shareholders of the Corporation.
3. The Amended and Restated Articles of Incorporation of the Corporation (including all amendments set forth therein) were adopted by the holders of a majority of the issued and outstanding shares of capital stock entitled to vote thereon and all of the members of the Board of Directors of the Corporation as of the 27th day of February, 2001, by written consent pursuant to the Florida Business Corporation Act, Sections 607.0704, 607.0821, and 607.1006. The holders of shares of common stock of the Corporation constitute the only voting group entitled to vote on the amendments contained in the Amended and Restated Articles of Incorporation. The number of votes cast by the shareholders was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this Corporation, being a natural person competent to contract, has hereunto set his hand and affixed his seal as of the 27th day of February, 2001.

TRANSSOLVE, INC.

By: 

Don J. Hunter, Chairman

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AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****TRANSSOLVE, INC.**

The undersigned corporation, pursuant to Florida Statutes Section 607.1007 (1999), hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I**Name and Duration**

The name of the Corporation is TRANSSOLVE, INC. (the "Corporation"). The duration of the Corporation is perpetual.

ARTICLE II**Principal Office**

The address of the principal office of the Corporation in the State of Florida is 435 Clark Road, Suite 305, Jacksonville, FL 32218.

ARTICLE III**Registered Office and Agent**

The address of the registered office in the State of Florida is c/o McGuireWoods LLP, 50 North Laura Street, Suite 3300, in the City of Jacksonville, County of Duval 32202. The name of the registered agent at such address is ~~RAXXCO~~ RAXX CO.

ARTICLE IV**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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ARTICLE V**Capital Stock**

1. Authorized Capital Stock. This Corporation is authorized to issue an aggregate of Ten Million Five Hundred Thousand (10,500,000) shares of capital stock, divided as follows:

A. Ten Million (10,000,000) shares of Common Stock, par value \$0.01 per share ("Common Stock");

B. Five Hundred Thousand (500,000) shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock").

ARTICLE VII**Board of Directors**

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX**Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

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ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned has executed these Amended and Restated Articles of Incorporation this 27th day of February, 2001.

TRANSSOLVE, INC.

By: 
Don J. Hunter, Chairman

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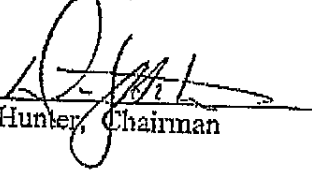
**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR THE SERVICE OF
PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

TRANSSOLVE, INC. hereby designates ~~RAX CO.~~ as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be c/o McGuireWoods LLP, 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202.

Dated this 27th day of February, 2001.

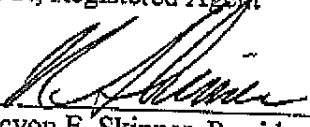
TRANSSOLVE, INC.

By: 
Don J. Hunter, Chairman

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, it hereby agrees to accept the appointment as registered agent and agrees to act in this capacity. It further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

Dated this 27th day of February, 2001.

RAX CO., Registered Agent

By: 
Halcyon E. Skinner, President