Richard Scott Draughon
Cheryl Dawn Meide
Mark James Young
Kaushal Rana Odedra
Mehdi Darius Sheikerz
Eric Lee Hearn

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Internet: dralaw@gate.net

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ELH97-170

May 22, 1997

Secretary of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314-6237

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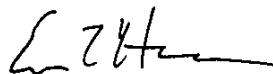*****35.00 *****35.00

Re: Tempus Software, Inc.
     Amended and Restated Articles of Incorporation

Dear Sir / Madam:

Enclosed for filing are the original Amended and Restated Articles of Incorporation of Tempus Software, Inc. dated May 21, 1997. Also enclosed is a check for $35.00 to cover the filing fee.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

Eric L. Hearn

ELH/gap
Enclosures
c: David Hayes

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

TEMPUS SOFTWARE, INC.

Pursuant to the Florida Business Corporation Act, Tempus Software Inc. ("Corporation") hereby adopts the following Amended and Restated Articles of Amendment to its Articles of Incorporation originally filed with the Secretary of State of the State of Florida on August 18, 1991 as amended on July 20, 1993:

ARTICLE I: NAME

The name of the Corporation is **Tempus Software, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 225 Water Street, Suite 2250, Jacksonville, Florida 32202.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares having a par value of one cent ($.01) per share, such shares shall be issued as voting or non-voting stock.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is Richard Scott Draughon, 200 West Forsyth Street, Suite 1730, Jacksonville, Florida 32202.

ARTICLE V: PREEMPTIVE RIGHTS

Shareholders of the Corporation shall not have preemptive rights.

These Amended and Restated Articles of Incorporation of the Corporation as set forth above were unanimously approved and adopted by the Board of Directors and Shareholders as of May 21, 1997.

IN WITNESS WHEREOF, the Corporation has affixed the seal of the Corporation hereto and executed this certificate as set forth below.

David Hayes
President

TMP229