

Division of Corporations

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## Florida Department of State

Division of Corporations

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## BASIC AMENDMENT

DATABASE TECHNOLOGIES, INC.

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**Morgan, Lewis  
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COUNSELORS AT LAW

**FAX MESSAGE**

**Send to:**

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FAX Number: (850) 922-4000

Firm: Florida Secretary of State

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(2) Name:

FAX Number:

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**From:**

Name: Craig C. Glorioso

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Operator Sending: 

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**Comments:** *Re: Database Technologies, Inc. H99000029186 6*

As per our telephone conversation, please disregard our first facsimile and replace it in its entirety with the attached.

Thank you for your assistance.

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**ARTICLES OF AMENDMENT  
AND RESTATEMENT OF  
ARTICLES OF INCORPORATION  
OF  
DATABASE TECHNOLOGIES, INC.**

Pursuant to the provisions of Section 607.1006, Florida Business Corporation Act, the undersigned, Database Technologies, Inc., a Florida corporation (the "Corporation"), by its sole shareholder, does hereby make and execute these Articles of Amendment and Restatement of its Articles of Incorporation:

1. The name of the corporation is Database Technologies, Inc.
2. The text of the amendment adopted is as follows:

**RESOLVED**, that the Articles of Incorporation of the Corporation be amended and restated in their entirety by amending and restating such Articles of Incorporation to read as follows:

**ARTICLE I**

**Incorporator**

The name and address of the incorporator are:

Benigno Roman  
Vice President  
Filings, Inc.  
3732 N.W. 16th Street  
Fort Lauderdale, Florida 33311

**ARTICLE II**

**Name**

The name of the corporation is:

Database Technologies, Inc.

**ARTICLE III**

**Duration**

The duration of the corporation will be perpetual.

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**Prepared by:**  
John S. Fletcher, Esq.  
Morgan, Lewis & Bockius LLP  
200 S. Biscayne Blvd., Suite 5300  
Miami, Florida 33131  
(305) 579-0300  
Florida Bar # 0435104

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#### ARTICLE IV

##### Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

#### ARTICLE V

##### Principal Office and Mailing Address

The principal office and the mailing address of the corporation shall be:

3806 N.W. 84th Ave.  
Coral Springs, Florida 33065

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office or the mailing address of the corporation from time to time without amendment to these Articles of Incorporation.

#### ARTICLE VI

##### Authorized Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is 10,000, consisting of 10,000 shares of Common Stock, no par value per share.

#### ARTICLE VII

##### Board of Directors

The number of directors shall be as provided in the bylaws.

#### ARTICLE VIII

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation was 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311, and the name of the corporation's initial registered agent at that address was Filings, Inc., a Florida corporation.

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## ARTICLE IX

### Indemnification

The corporation shall indemnify every person who is or was a director of the corporation to the fullest extent permitted by law, including, without limitation, to the fullest extent hereinafter provided.

(1) The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

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3. The date of adoption of the amended and restated Articles of Incorporation by the shareholders of the Corporation was October 27, 1999.

4. The number of votes cast for the amended Articles of Incorporation by the shareholders of the Corporation was sufficient for approval.

Dated: October 27, 1999.

DATABASE TECHNOLOGIES, INC.

By   
Name: Thomas J. Hoolihan  
Title: Secretary

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