

ARTICLES OF INCORPORATION
OF

DATAMAX Associates, Inc.

(A Close Corporation)

The undersigned, Marshall L. O' Neil, being over the age of nineteen (19) years, and acting as incorporator of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for said corporation.

FIRST - NAME

The name of the corporation is **DATAMAX Associates, Inc.**

SECOND - DURATION

The period of its duration is perpetual.

THIRD - PURPOSE

The purpose for which this corporation is organized, the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to, the business of selling, installing and servicing computer software to members of the general public, including corporations, partnerships and individuals; and engage in any and all activities directly or indirectly advisable for the general purposes of the corporation.

FOURTH - POWERS

This corporation shall have all the powers necessary or convenient to effectuate its purposes; including, but not limited to the following:

- A. To purchase, own, sell, lease and otherwise acquire and dispose of land, buildings, equipment, supplies and services necessary for the operation of said corporation.
- B. To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.
- C. To draw, make, accept, endorse, discount, execute any promissory notes, drafts, bills of exchange, warrants, debenture, and other negotiable or transferable instruments.
- D. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge,

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exchange, sell, transfer or otherwise property of every kind and description or any interest therein.

E. To enter into, make and perform contracts of every kind for any lawful purpose under the Revised Alabama Professional Corporation Act with any person, firm, association, corporation, town, city, county, state, territory, government or governmental subdivision.

F. To issue bonds, debentures or other obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

G. To transact any lawful business which professional corporations may transact under the Alabama Business Corporation Act.

H. In carrying out the foregoing purposes, the corporation shall at all times have and may exercise all of the powers now or hereafter granted or permitted by the laws of the State of Alabama and any act therein as fully and to the same extent as a natural person might or could do. The Corporation need not carry out or engage in the pursuit of all of the foregoing purposes, engaged in any one or more of such purposes. The above clauses shall be construed as purposes and powers and nothing shall be deemed to limit or exclude, in any manner, any right, power or privilege given to the Corporation by law or the authority which it is or might be permitted to exercise under the laws of the State of Alabama. All words and clauses appearing in these Articles are used in their broadest sense and are intended to be so construed.

FIFTH - SHARES

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) shares of common stock with a par value of One Dollars (\$ 1.00) per share.

SIXTH - REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation is Marshall O 'Neil and the name of its initial registered agent at such address is 1171 Country Club Circle, Hoover, Alabama 35244.

SEVENTH - DIRECTORS

The number of Directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successor is elected and shall qualify are:

Marshall L. O ' Neil

1171 Country Club Circle
Hoover, Alabama 35244

EIGHTH - INCORPORATORS

The name and address of each incorporator is:

Marshall L. O' Neil

1171 Country Club Circle
Hoover, Alabama 35244

NINTH

The Corporation is a close corporation authorized by Sections 10-2A-300 through 10-2A-313, Code of Alabama (1975), as amended.

TENTH

Restriction on the transfer of securities of the Corporation as permitted by Section 10-2A-41, Code of Alabama (1975), as amended, are as follows:

A. The holder of any securities of this Corporation shall offer to the Corporation or to all other holders of securities of the Corporation a prior opportunity, to be exercised within thirty (30) days, to acquire his or her restricted securities of the Corporation before said securities can be transferred to others who are not then security holders; and

B. Any proposed transferee, other than a transferee who is then a security holder in this Corporation, of the restricted securities of this Corporation shall be approved by all holders of securities of this Corporation.

ELEVENTH

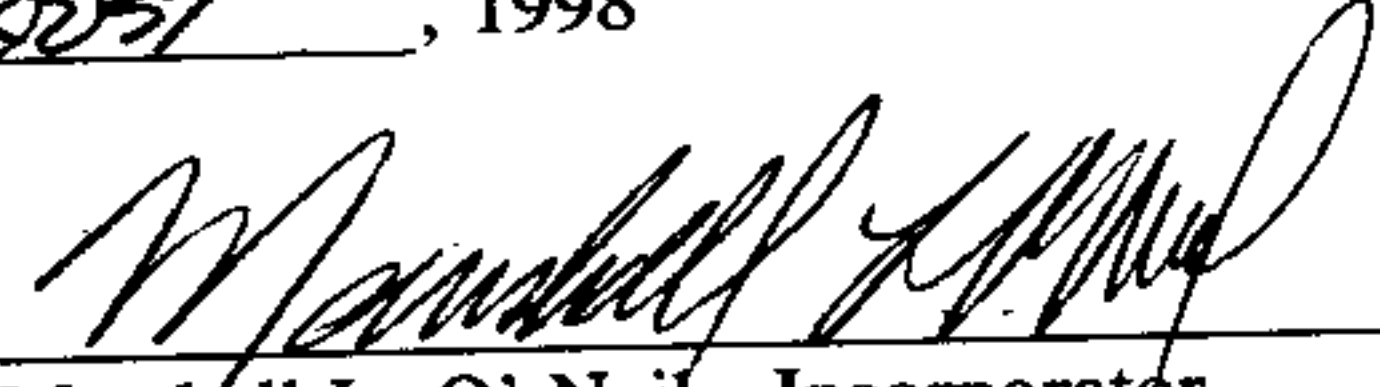
For purposes of determining the number of holders of record of the stock of the Corporation, stock which is held in joint tenancy or common tenancy or by the entireties shall be treated as held by one (1) shareholder.

TWELFTH

All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons. The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a board of directors.

The formation of the Corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names to these Articles of
Incorporation on this 14th day of AUGUST, 1998



Marshall L. O' Neil - Incorporator

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

DATAMAX Associates, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Harry Blaloc, P O Box 59767, Birmingham, AL 35259 for a period of one hundred twenty days beginning July 20, 1998 and expiring November 18, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



July 20, 1998
Date

Jim Bennett

Jim Bennett

Secretary of State

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