

ARTICLES OF INCORPORATION  
OF  
AN ALABAMA CORPORATION

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation is Financial Micro Solutions, Inc.

ARTICLE II.

The period for the duration of the corporation shall be perpetual.

ARTICLE III.

The purpose for which this corporation is organized is 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 following:

A. To acquire, develop, purchase, own, sell, lease and service computer software, equipment and data processing supplies along with other related products.

B. To acquire, develop, purchase, install, own, sell, lease, service or repair computer equipment, software and related components.

C. To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner, dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

D. To manufacture, develop, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer or otherwise encumber or dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated.

E. To engage in the business of purchasing, developing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in repairing, renovating, and servicing all types of computer software, equipment and related components used in the computer and data processing market and any other data processing or programming supplies, services or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling and generally dealing in all types of computer and

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*Med Palmer*  
3386 - N. Broken Bow Dr.  
Birmingham 35243

data processing supplies.

F. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

G. To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

H. To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

I. To sue and be sued, to execute notes, checks, mortgage contracts and all other contracts, instruments or papers necessary or convenient for the conduct and maintenance of said business.

J. To enter into any plan or project for the assistance and welfare of its employees.

K. To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

L. To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

M. To carry on any other business in connection with the foregoing.

N. To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any

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person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

#### ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue shall be One Thousand (1,000) shares of common stock of the par value of One (\$1.00) Dollars per share.

#### ARTICLE V.

The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address are:

Name of Initial  
Registered Agent

Fred M. Palmer

Location and Mailing  
Address of Registered Office

3386 North Broken Bow Drive  
Birmingham, Alabama 35243

#### ARTICLE VI.

The number of directors constituting the initial board of directors of the board of directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Names

Fred M. Palmer

Daniel W. Richeson

Addresses

3386 North Broken Bow Drive  
Birmingham, Alabama 35243

402-F Skyview Drive  
Birmingham, Alabama 35209

#### ARTICLE VII.

The names and addresses of each incorporator, whether one or more are:

Names

Fred M. Palmer

Daniel W. Richeson

Addresses

3386 North Broken Bow Drive  
Birmingham, Alabama 35243

402-F Skyview Drive  
Birmingham, Alabama 35209

EXECUTED on this the 8th day of May, 1984.

Fred M. Palmer  
Fred M. Palmer  
Daniel W. Richeson  
Daniel W. Richeson



# STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name \_\_\_\_\_

Financial Micro Solutions, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Financial Micro Solutions, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

April 30, 1984 - expires 8-29-84

Date

Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

FINANCIAL MICRO SOLUTIONS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of FINANCIAL MICRO SOLUTIONS, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of FINANCIAL MICRO SOLUTIONS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of MAY, 1984.



STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1984 MAY 10 AM 9:05

*Thomas A. Brundage, Jr.*

Judge of Probate

*Thomas A. Brundage, Jr.*  
JUDGE OF PROBATE

Rec 25.00  
Jud 1.00  
26.00