

ARTICLES OF INCORPORATION

OF

PENKNOWLEDGE, INC.

The undersigned, acting as incorporator of a Corporation under the Alabama Business Corporation act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is PenKnowledge. Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which such Corporation is organized are: the development, support, sales and marketing of computer software and any and all related business and services for which corporations may be incorporated under Alabama Code §10-2A-1, et. seq. (Repl. Vol. 1987).

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 5,000,000 shares with a par value of \$0.10 per share.

FIFTH: The address of the initial registered office of the Corporation is 1010 Gables Drive, Birmingham, Alabama, 35244; and the name of the initial registered agent at such address is William T. Council.

SIXTH: The number of Directors constituting the initial Board of Directors is 2, and the names and addresses of the persons who are to serve as Directors until the first meeting of shareholders or until their successors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
William T. Council	1010 Gables Drive, Birmingham, Al 35244

John T. Campbell

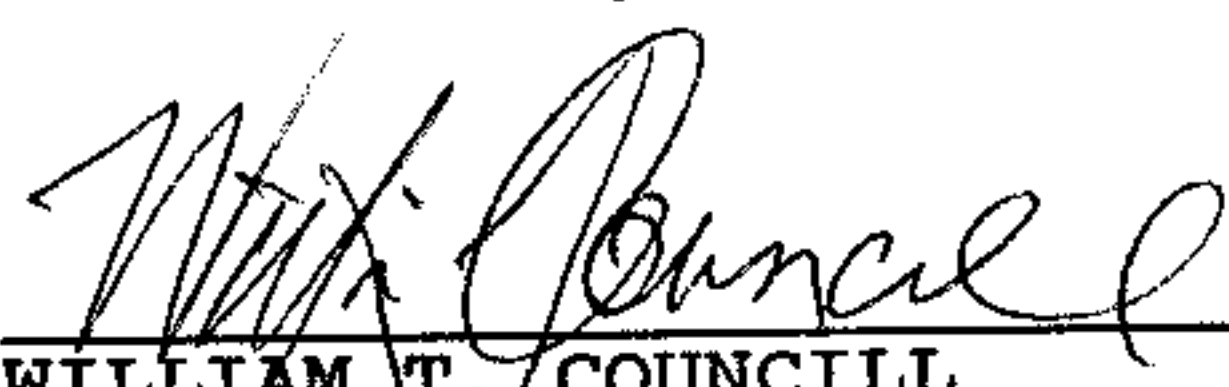
Carol C. Council 1010 Gables Drive, Birmingham, Al 35244

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
William T. Council	1010 Gables Drive, Birmingham, Al 35244

Dated: 14 April 1992

PENKNOWLEDGE, INC.



WILLIAM T. COUNCIL

This Instrument was prepared by:

John T. Campbell
Attorney at Law
1572 Montgomery Highway
Suite 101
Post Office Box 26427 (35226)
Birmingham, Alabama 35216

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Pen Knowledge, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John T. Campbell, 1572 Montgomery Hwy, Birmingham, AL 35216 for a period of one hundred twenty days beginning February 13, 1992 and expiring June 13, 1992.



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.

February 13, 1992

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

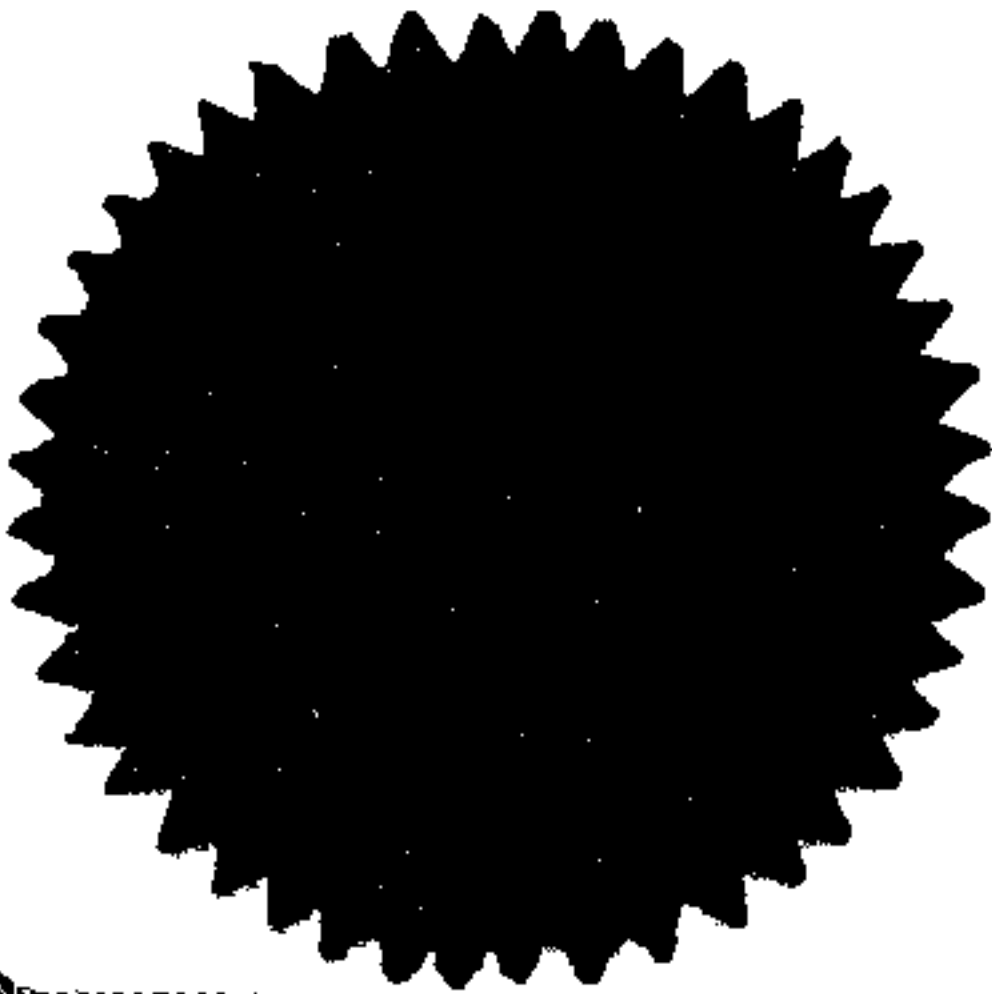
County

CERTIFICATE OF INCORPORATION
OF
PENKNOLEDGE, 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 PENKNOLEDGE, INC., duly
signed pursuant to the provisions 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 PENKNOLEDGE, INC., and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of
APRIL, 19 92.


Thomas A. Snowden, Jr.

Judge of Probate

04/23/1992-5623
01:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 REC 88.00