

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PENKNOWLEDGE, INC.**

FIRST: Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopt and execute these Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the Corporation is PENKNOWLEDGE, INC.

ARTICLE II

The Corporation shall have perpetual duration.

ARTICLE III

The business and purposes for which the Corporation is organized are as follows:

(a) To develop, support, sell and market computer software and related products; and

(b) To engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

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ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue is: (i) 60,000,000 shares of Common Stock ("Common Stock"), par value \$.01 per share, (ii) 25,000,000 shares of Class A Common Stock ("Class A Stock"), par value \$.01 per share, and (iii) 250,000 shares of Preferred Stock, par value \$.01 per share. Except as provided in Article VI, the shares of Common Stock and Class A Stock shall be alike in all respects as though they were a single class of stock and shall vote on all matters as a single class of stock.

The Board of Directors of the Corporation may issue, in one or more classes or series, shares of Preferred Stock, with full, limited, multiple, fractional or no voting rights, and with such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights or other special or relative rights as shall be fixed from time to time by the Board of Directors by resolution.

Each share of Class A Stock shall automatically, and without the necessity of any further action, be converted into one share of Common Stock immediately upon the occurrence of a Change Event, as defined herein (a "Change Event"). After such conversion the Corporation shall no longer have the authority to issue shares of Class A Stock.

ARTICLE V

The address of the registered office of the Corporation in the State of Alabama is 1075 13th Street South, Birmingham, Alabama 35205, and the name of its registered agent at such address is William T. Councill.

ARTICLE VI

Until the occurrence of a Change Event, the Board of Directors shall consist of seven (7) members, and the holders of the Class A Stock (the "Class A Stockholders"), voting as a separate class, shall be entitled to elect four (4) Directors, and the holders of the Common Stock (the "Common Stockholders"), voting as a separate class, shall be entitled to elect three (3) Directors. After a Change Event, the number of Directors shall be the number fixed, from time to time, in the Bylaws of the Corporation. Each Director shall serve for a term of one year or until his or her successor has been elected and qualified or until such Director's earlier death, resignation or removal. Until the occurrence of a Change Event, vacancies among the Directors elected by the Class A Stockholders shall be filled by the vote of the majority of the remaining Directors who were elected by the Class A Stockholders, and vacancies among the Directors elected by the Common Stockholders shall be filled by the vote of the Common Stockholders or the legal representatives thereof.

Until the occurrence of a Change Event, four Directors shall be necessary to constitute a quorum for the transaction of business, and the affirmative vote of the four Directors shall constitute the act of the Board of Directors.

Until the occurrence of a Change Event, the majority of any committee of the Board of Directors established by the Board of Directors shall consist of Directors elected by the Class A Stockholders, and a majority of the members of each such committee shall be necessary to constitute a quorum for transaction of business of such committee, and the affirmative vote of a majority of such quorum, provided such majority includes one Director elected by the Class A Stockholders, shall constitute the act of such committee.

Shareholders shall not be entitled to exercise cumulative voting rights in the election of Directors.

The compensation of the Directors for their services as Directors shall be fixed by the Board of Directors and, until a Change Event, shall be uniform.

ARTICLE VII

No shareholder shall have a preemptive right to subscribe for or purchase any proportion shares or stock, including treasury stock, option rights, or securities having option rights, or other securities of the Corporation under any circumstances.

ARTICLE VIII

Until the occurrence of a Change Event, these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation may be amended only with the affirmative vote of (i) the holders of a majority out of the outstanding shares of Common Stock and Class A Stock voting together as a single class and (ii) the holders of a majority of the outstanding shares of Class A Stock voting as a separate class.

ARTICLE IX

For purposes of these Amended and Restated Articles of Incorporation, a Change Event shall mean any of the following events or circumstances: (i) more shares of Class A Stock are outstanding than shares of Common Stock are outstanding; or (ii) the Corporation's obligations under the Debenture issued by the Corporation pursuant to that certain Purchase Agreement dated May 10, 1994, between the Corporation and Dominion Managed Care Corp., a Delaware corporation, have been fully satisfied and no person is obligated to loan any funds to the Corporation pursuant to the terms of said Purchase Agreement; or (iii) the occurrence of the moment immediately preceding the consummation of (a) any public offering, within the meaning of the Securities Act of 1933, of equity securities, within the meaning of the Securities Exchange Act of 1934, of the Corporation (whether or not for the account of the Corporation), (b) a sale of all or substantially all the assets of the Corporation to a person or entity not an Affiliate, within the meaning of Rule 144 under the Securities Exchange Act of 1934, of the

Corporation, or (c) a merger involving the Corporation with an entity which is not an Affiliate of the Corporation in which the Corporation is not the surviving entity. With respect to an underwritten public offering by the Corporation of shares of its Common Stock, receipt by the Corporation of proceeds from the underwriters with respect to such public offering shall constitute consummation of the public offering.

ARTICLE X

The Corporation shall indemnify any Director, officer, employee or agent of the Corporation against expenses (including legal fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him, to the fullest extent now or hereafter permitted by law in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened to be brought against him by reason of his performance as a Director, officer, employee or agent of the Corporation, its parent or any of its subsidiaries, or in any other capacity on behalf of the Corporation, its parent or any of its subsidiaries.

The Board of Directors by resolution adopted in each specific instance may similarly indemnify any person other than a Director, officer, employee or agent of the Corporation for liabilities incurred by him in connection with services rendered by him for or at the request of the Corporation, its parent or any of its subsidiaries.

The provisions of this Article shall be applicable to all actions, suits or proceedings commenced after its adoption, whether such arise out of acts or omissions which occurred prior

or subsequent to such adoption and shall continue as to a person who has ceased to be a Director, officer, employee or agent or to render services for or at the request of the Corporation or as the case may be, its parent, or subsidiaries and shall inure to the benefit of the heirs, executors and administrators of such a person. The rights of indemnification provided for herein shall not be deemed exclusive of any other rights to which any Director, officer, employee or agent of the Corporation may be entitled under the Bylaws of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred by any officer or Director in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of such Director or officer, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by law. Such expenses incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The Corporation may purchase and maintain insurance on behalf of any person who 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 any liability asserted against him and

incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under law.

SECOND: The foregoing Amended and Restated Articles of Incorporation were approved by the shareholders of the Corporation by resolution adopted on May 10, 1994, in the manner prescribed by the Alabama Business Corporation Act.

THIRD: The number of shares issued and outstanding and the number of shares entitled to vote on such resolution at the time of the adoption thereof were 134,375 shares of Common Stock, \$0.01 par value. All issued and outstanding shares of the Corporation were voted unanimously in favor of such resolution.

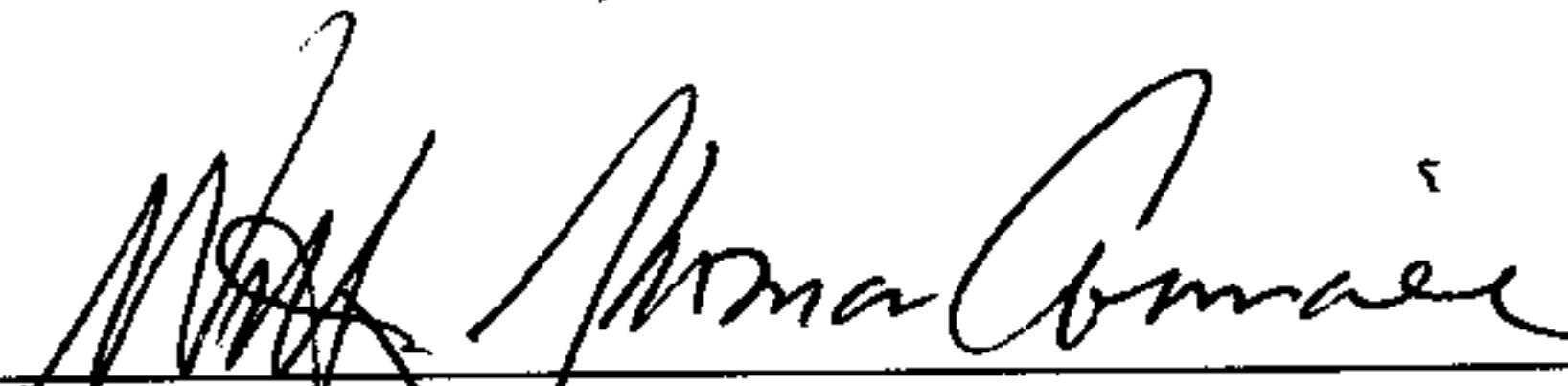
FOURTH: The proceedings authorizing the foregoing Amended and Restated Articles of Incorporation were held strictly in accordance with the manner prescribed by the Alabama Business Corporation Act.

FIFTH: These Amended and Restated Articles of Incorporation shall supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, William T. Councill, as President, and Carol Councill, as Secretary, of PenKnowledge, Inc., an Alabama corporation, do make and acknowledge these

Amended and Restated Articles of Incorporation and certify the same under the corporate seal
of the Corporation, this 10th day of May, 1994.

PENKNOWLEDGE, INC.

By 
Its President

ATTEST:


Its Secretary

[SEAL]

STATE OF ALABAMA

)

JEFFERSON COUNTY

)

Before me, the undersigned authority, a notary public in and for said County in said State, personally appeared WILLIAM T. COUNCILL, who is known to me and who, being first duly sworn, does depose and say that he is President of PenKnowledge, Inc., that he signed the foregoing Amended and Restated Articles of Incorporation as President of said corporation and with full authority, and that the statements made in the foregoing Amended and Restated Articles of Incorporation are true and correct.

Given under my hand and official seal of office, this 10th day of May, 1994.

Meade Whitaker, Jr.
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 3/26/95

This instrument was prepared by:

✓ Meade Whitaker, Jr.
2500 SouthTrust Tower
Birmingham, Alabama 35203

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