

ARTICLES OF INCORPORATION

OF

AUTOMATED COMPUTER EXPERTS, INC.
A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, being over the age of nineteen (19) years, desiring to become a body corporate under the laws of the State of Alabama for the purpose of carrying on the business hereinafter stated and set forth, does hereby make and file with Your Honor, as Judge of said Court, these Articles of Incorporation, in accordance with the provisions of the constitution and laws of Alabama, and we hereby declare as follows:

1. (a) The name of the corporation is:

Automated Computer Experts, Inc.

and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

(b) Automated Computer Experts, Inc. is a close corporation, authorized by Article 11 of Chapter 2A, title 10, Code of Alabama, 1975, as amended, the incorporator electing to so become and conform these Articles of Incorporation to the requirements of and in accordance and compliance with Sections 10-2A-300, 10-2A-301, 10-2A-302, and 10-2A-313, Code of Alabama, 1975, as amended, and any and all other code provisions necessary to become and be an Alabama Close Corporation.

Inst # 1996-34667

10/17/1996-34667
10:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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Inst # 1996-34667

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 2

(c) That in accordance with federal law, 26 USCS, Section 1362(a), election to be an "S Corporation", Automated Computer Experts, Inc. hereby elects to become and maintain the legal status known as an "Alabama S Corporation" as defined and permitted by Section 40-18-160, Code of Alabama, 1975, as amended, and as a "small business corporation" as defined by federal law, 26 USCS, Section 1361(a), and Section 1361(b)(A), and as construed in harmony with Section 10-2A-301, a "Close Corporation" defined, as to number of shareholders; that said corporation shall be entitled to the treatment contemplated by 26 USCS, Sections 1363(a) and 1363(b), and in accordance with Section 40-18-161, Code of Alabama, as amended, and all other rules and laws afforded to those corporations having "Subchapter S" or "S Corporation" classification.

2. The objects and purposes for which the corporation is formed are:

(a) To engage in the business of the research, development, advertisement, marketing, sales and other distribution of microcomputer software for any and all legal purposes, professional, business or personal, and any other lawful conduct necessary to conduct the business of developing and distributing microcomputer software.

(b) To acquire, by purchase, lease, or otherwise, lands and interest in lands, kind to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 3

other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.

(c) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

(d) To purchase, receive, take by grant, gift, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge all or any of its property or assets or any interest therein, wherever situated.

(e) To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquired to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(1) inventions, devices, formulae, processes and any improvements and modifications thereof;

(2) letters, patents, patent rights, patented processes, copyrights, designs and similar rights, trademarks, trade names, trade symbols and other indications of origin and

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 4

ownership granted by and recognized under the laws of the United States of America, District of Columbia, any state or subdivision thereof, or in any commonwealth, territory, possession, dependency, agency or instrumentality of the United States of America and of any foreign county, and all rights connected with or appertaining thereto;

(3) franchises, licenses, grants and concessions.

(f) To purchase, acquire, hold, improve, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of and to invest, trade or deal in, real and personal property of every kind and description or any interest therein.

(g) 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, and to exercise, carry out and enjoy and license, power, authority, concession, right or privilege which any corporation may make or grant.

(h) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, and trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business above specified; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 5

(i) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(j) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventories, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business object or purposes of the corporation.

(k) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation of Alabama or any other state or foreign country, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bonds, debentures or other evidence of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 6

may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(l) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, of any other corporation or association, domestic or foreign, or of any firm, partnership or joint venture.

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

(n) 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; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary to convenient in and about the conduct and management of any such business.

(o) 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.

(p) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(q) To issue bonds, debentures or other securities of obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

(r) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interest therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising managing and protecting such property and loans and all interest in and claims affecting the same.

(s) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

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

(u) 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, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 8

(v) 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.

(w) To carry on any other business in connection with the foregoing.

(x) 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.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance in any of its branches.

3. The location and mailing address of the initial registered office, and the name of the initial registered agent at such address of the corporation is:

Albert D. Liles
602 Heatherbrooke Road
Birmingham, AL 35242

4. (a) The amount of total number of shares authorized to be issued shall be SIX THOUSAND AND FIVE HUNDRED (6,500) shares all of which shall be of one class of

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 9

common shares, having a par value of One Dollar (\$1.00). All shares of stock authorized to be issued are subject to the recorded restrictions of transfer as hereinbelow recited, and as may be amended from time to time in accordance with these Articles of Incorporation, By-Laws of this corporation, and the rules and laws of the State of Alabama, as permitted by Section 10-2A-301(2), and in accordance with Section 10-2B-6027, Code of Alabama, 1975, as amended, and as so noted on all stock certificates as per Section 10-2B-6.27, said restrictions of record presently are:

(1) That the total maximum number of shareholders, as defined and determined by law by Section 10-2A-301, be thirty (30), for purposes of maintaining Automated Computer Experts, Inc. as a close corporation and as an "S" Corporation or otherwise known as a "Small Business Corporation", as defined by Sections 10-2A-302, 40-18-160, Code of Alabama, 1975, as amended, and 26 USCS, Section 1361(a).

(2) That all shareholders of record at the time of any other issuance, sale, transfer, barter, bargain, or exchange of said stock shall have and forever be entitled to shareholders' pre-emptive rights, as allowed by Section 10-2B-6.30, Code of Alabama, 1975, as amended; and

(3) That shareholders of record at the time of any other issuance, sale, transfer, barter, bargain or exchange of said stock shall have a first right of refusal and first option to buy or otherwise accept shares of stock to the amount and extent permitted by the shareholders' pre-emptive rights, as hereinabove recited, and as otherwise allowed by these Articles of Incorporation, and the rules and laws of the State of Alabama. That the subject shares

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 10

shall be "purchased" at their par value as established at the time of their offer by the present holder for issuance, sale, transfer, barter, bargain or exchange;

(4) That in the event of the death of any shareholder, the personal representative or other such entity of the deceased shareholder shall offer the subject shares of stock for sale, barter, bargain, or exchange in accordance with the other terms of these Articles of Incorporation as herein recited, or as may be amended in the future;

(5) That there shall be no cancellation, alteration, amendment or otherwise change of these shareholders' pre-emptive rights, first right of refusal and first option to buy unless first unanimously agreed to by all shareholders of record at the time such rights are challenged, altered, amended or cancelled, by no less than 100% of all outstanding shares of stock legally entitled to vote, by actual vote or by proxy of shareholder or legal representative, at a meeting of all shareholders properly noticed and convened. That said unanimous vote is only applicable to this provision.

(b) The amount of paid-in capital stock with which the corporation shall begin business shall be ONE HUNDRED Dollars (\$ 100.00) divided into ONE HUNDRED (100) shares having a par value of One Dollar (\$1.00) each.

5. The name and post office address of the incorporator is as follows:

Name

Albert D. Liles

Post Office Address

602 Heatherbrooke Road
Birmingham, AL 35242

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 11

6. The name and post office address of the directors who shall hold office until the first annual meeting of shareholders and until her successor has been elected and qualified are as follows:

Name of Directors

Post Office Address

Albert D. Liles

602 Heatherbrooke Road
Birmingham, AL 35242

and,

Nancy Collis

602 Heatherbrooke Road
Birmingham, AL 35242

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

8. Respective of any and all other provisions recited herein, this corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such share.

9. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 12

equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

10. The private property of the shareholders shall not be subject to and therefore is exempt from the payment of corporate debts to any extent whatsoever.

11. The Chairman of the Board, the President and Vice-President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation and the Secretary or any Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

12. The corporate powers shall be exercised by the Board of Directors, except otherwise provided by statute or by these Articles of Incorporation. A director shall not be liable to the corporation nor to its shareholders for money damages for any action taken, or any failure to take action, as a director, except liability for the amount of financial benefit received by a director to which he or she is not entitled; an intentional infliction of harm on the corporation or the shareholders; an intentional violation of criminal law; a violation of Section 10-2B-8.33; or a breach of the director's duty of loyalty to the corporation or its shareholders. In furtherance and not in limitation of the powers conferred by state, the Board of Directors is hereby expressly authorized:

(a) to adopt, alter, amend and repeal the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the directors of shareholders; and,

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part, of any accumulated profits shall be

declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

13. No contract or other transaction between the corporation and one or more of its directors or any other firm, association or corporation or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either:

(a) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction, by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

Page 14

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to this Articles of Incorporation on this the 23rd day of September, 1996.

Albert D. Liles
Albert D. Liles

VERIFICATION

STATE OF ALABAMA)

JEFFERSON COUNTY)

Personally appeared before me, the undersigned authority, a Notary Public in and for said State and County, Albert D. Liles, who being by me duly sworn, says on oath as follows: My name is Albert D. Liles. I am over the age of nineteen years and have personal knowledge that the facts set forth herein are true. I am President of Automated Computer Experts, Inc. The foregoing Articles of Incorporation set forth the corresponding provisions of the Articles of Incorporation unanimously adopted by the Board of Directors.

Albert D. Liles
Albert D. Liles

Sworn to and subscribed before me this 23 day of September
1996.

Barbara P. Glenn
NOTARY PUBLIC

MY COMMISSION EXPIRES: 5/10/97

Articles of Incorporation

Automated Computer Experts, INC., a close corporation

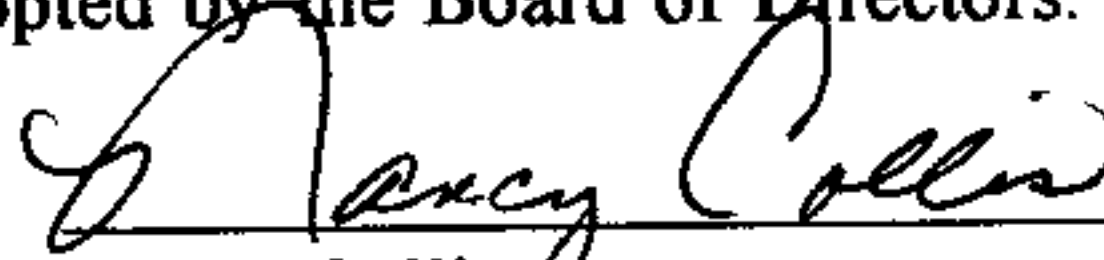
Page 16

VERIFICATION

STATE OF ALABAMA)

JEFFERSON COUNTY)

Personally appeared before me, the undersigned authority, a Notary Public in and for said State and County, Nancy Collis, who being by me duly sworn, says on oath as follows: My name is Nancy Collis. I am over the age of nineteen years and have personal knowledge that the facts set forth herein are true. I am the Secretary/Treasurer of Automated Computer Experts, Inc. The foregoing Articles of Incorporation set forth the corresponding provisions of the Articles of Incorporation unanimously adopted by the Board of Directors.


Nancy Collis

Sworn to and subscribed before me this 24th day of September, 1996.


NOTARY PUBLIC

MY COMMISSION EXPIRES: 7-12-97

This instrument was prepared by:

Keith Richard Zinder
Attorney at Law
P.O. Box 130714
Birmingham, Alabama 35213
(205) 251-4448

FOR:

Albert D. Liles & Nancy Collis
602 Heatherbrooke Road
Birmingham, AL 35242

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:

Automated Computer Experts, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Keith Richard Zinder, PO Box 130714, Birmingham, AL 35213 for a period of one hundred twenty days beginning September 13, 1996 and expiring January 12, 1997.

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.

September 13, 1996

Date



Jim Bennett

Secretary of State



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