

**ARTICLES OF INCORPORATION
OF
BW IMAGES, INC.**

The undersigned, acting as incorporators of the corporation under the Code of Alabama, pursuant to the provisions of the Alabama Business Corporation Act of 1980, Act No. 80-633, adopts the following Articles of Incorporation.

FIRST

The name of the corporation is BW Images, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are:

A. A design, develop and market computer software and hardware products to financial institutions and to the general public.

B. To purchase, acquire, hold, develop and improve, manage, sell, convey, exchange, assign, release, mortgage, pledge, encumber, lease, hire or otherwise dispose of and deal in real and personal property of every kind and nature; to loan money, and take securities for the payment of all sums due the corporation; to sell, assign, pledge and release such securities; to borrow money, and make and issue notes, bonds, mortgages, debentures, obligations, and evidence of indebtedness of all kinds, whether secured by the

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mortgages, pledges or otherwise; to make and perform agreements and contracts of every kind and description and, in general, to exercise and perform any and all other powers necessary, incident to and convenient to the business and for the purposes aforesaid.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects for the furtherance of the purposes and objects enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation, and, in general, either alone or in association or partnership with other associations corporations, firms or individuals, to carry on lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

D. In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the State of Alabama upon such corporations, it being hereby expressly provided that the foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner, such general powers.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) all of such said shares shall be with a \$1.00 par value.

The corporation, being a "small business," as defined by Section 1244 (c) (2) of the Internal Revenue Code of 1954, as amended shall be authorized to issue its common stock pursuant to a plan adopted in accordance with said provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

FIFTH

Provisions for the regulation of the internal affairs of the corporation are:

A. Subject to restrictions, if any, that are herein expressed and such restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the corporation except such as may be by statute, or by the By-Laws as constituted and the time expressly conferred or reserved to the stockholders.

B. No contract or other transaction between the corporation and any other firm, association or corporation shall be effected or invalidated by the fact that any one or more of the Board of Directors of the Corporation is interested in or is a member, director or officer of such firm or corporation and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation in which the corporation is interested; no contract, act or transaction of the corporation with any person, firm, association or corporation shall be effected or invalidated by the fact that any member of the Board of Directors of the corporation was a party or parties to or interested in such contract, act or transaction or in any way connected with such person, persons, firm, association, or corporation and each and every person who may become a member of the Board of Directors of this corporation is hereby relieved from any liability that might otherwise exist from contracting with a corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

C. This corporation shall have the power in accordance with the By-Laws, to acquire any or all of the shares owned and held by such shareholders as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of this corporation, provided the capital of the corporation is not impaired.

D. This corporation shall have the power to enter into, for the benefit of its employees, any one or more than one of the following:

1. Pension Plan.
2. A Profit Sharing Plan.
3. Deferred Compensation Plan.
4. Health Care Plan.
5. Any other requirement or incentive compensation plan.

SIXTH

The numbers of the directors constituting the initial Board of Directors of the corporation is three (3) and the names and address of the persons who are to serve as the Directors at the first annual meeting of shareholders or until their successors are elected and shall qualify are.

NAME

Kenneth E. Bush, Jr.

ADDRESS

700 Caldwell Trace
Birmingham, AL 35242

Bob Darty

25300 Darty Road
Morris, AL 35116

Randy C. Clements

3506 Inverness Lane
Birmingham, AL 35242

Donald R. Webster

1712 Timbercrest Circle
Birmingham, AL 35235

The address of the initial registered officer of the Corporation is 700 Caldwell Trace, Birmingham, Alabama 35242 and the name of its initial registered agent is Ken E. Bush, Jr..

SEVENTH

The name and address of each incorporator is:

NAME

ADDRESS

Kenneth E. Bush, Jr.

700 Caldwell Trace
Birmingham, AL 35242

Dated this the 24 day of February, 1999.

Kenneth E. Bush, Jr.

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:

BW Images, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Allen Ramsey, P O Box 59328, Homewood, AL 35259-0328 for a period of one hundred twenty days beginning January 27, 1999 and expiring May 28, 1999.



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.

January 27, 1999

Date

A handwritten signature in dark ink, appearing to read "Jim Bennett". The signature is written in a cursive, flowing style.

Jim Bennett

Secretary of State

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