

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOOZER SOFTWARE, INC.**

Pursuant to the provisions of the Code of Alabama ' ' 10-2B-10.03, 10.06 and 10.07, the Board of Directors and Shareholders of Doozer Software, Inc., an Alabama Corporation (the "Corporation"), do hereby adopt the following Amendment to the Articles of Incorporation of the Corporation and do hereby restate the Articles as so amended. The Amendment increases the number of shares of common stock that the Corporation is authorized to issue from 10,000 shares to 3,000,000 shares and designates such shares to be without par value, and it also adds a provision that is a denial to shareholders of the Corporation of pre-emptive rights to subscribe to any future shares or other securities to be issued by the Corporation. The original Articles of Incorporation were filed in the office of the Judge of Probate of Shelby County, Alabama 3/26/97 as Instrument # 1997-09181.

AMENDMENT

First: The name of the Corporation is Doozer Software, Inc.

Second: The Amendment amends Articles 2 Authorized Capital Stock to be as follows:

A2. Authorized Capital Stock. The aggregate number of shares of stock which the Corporation shall have authority to issue shall be 3,000,000 shares without par value.

Third: The Amendment adds a new Article 8 as follows:

A8. Denial of Pre-Emptive Rights. No holder of shares of any class of capital stock of this Corporation shall, as such holder, have any pre-emptive rights in, or pre-emptive rights to purchase or subscribe to, any shares of stock of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of stock of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase to subscription arrangements as shall be expressly granted by the Board of Directors or Shareholders, upon such terms and conditions as the Board of Directors, in its discretion, or the Shareholders may fix or designate.

RESTATED ARTICLES OF INCORPORATION

The Articles of Incorporation as amended by the above amendment are hereby restated to be as follows:

1. NAME. The name of the Corporation is:

DOOZER SOFTWARE, INC.

2. AUTHORIZED CAPITAL STOCK. The aggregate number of shares of stock which the Corporation shall have authority to issue shall be 3,000,000 shares without par value.

3. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The location and street address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

3336 Sunny Meadows Court
Birmingham, AL 35242
Sandy J. Syx

4. INCORPORATOR. The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sandy J. Syx	3336 Sunny Meadows Court Birmingham, AL 35242

5. INITIAL DIRECTORS. The number of directors constituting the initial Board of Directors shall be Two (2). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sandy J. Syx	3336 Sunny Meadows Court Birmingham, AL 35242
William Barrett Sykes	6260 Crowne Falls Parkway Birmingham, AL 35244


6. PURPOSES. The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

7. DURATION. The period of duration of the Corporation shall be perpetual.
8. DENIAL OF PRE-EMPTIVE RIGHTS. No holder of shares of any class of capital stock of this Corporation shall, as such holder, have any pre-emptive rights in, or pre-emptive rights to purchase or subscribe to, any shares of stock of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of stock of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase to subscription arrangements as shall be expressly granted by the Board of Directors, in its discretion, or the Shareholders may fix or designate.

CERTIFICATE

The undersigned does hereby certify that the Board of Directors and Shareholders of the Corporation duly adopted the foregoing Amendment and Restated Articles of Incorporation on April 30, 2002. The number of shares of the Corporation issued and outstanding and entitled to vote on the foregoing Amendment was 1250. All 1250 shares were voted in favor of the Amendment.

Executed on behalf of the Board of Directors and Shareholders of Doozer Software, Inc. as of the 30th day of April, 2002.


Sandy L. Syx
Chairman
Doozer Software, Inc.

This instrument was prepared by
Thomas A. Ritchie
312 N. 23rd St.
Birmingham, AL 35203