

## ARTICLES OF INCORPORATION

### OF

## RED MOUNTAIN SOFTWARE, INC.

1. The name of the corporation is Red Mountain Software, Inc.
2. The purpose or purposes for which the corporation is organized are, and the corporation is hereby expressly authorized to engage in, the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to, the development and distribution of computer software products and related services.
3. The number of shares of capital stock the corporation is authorized to issue is 1,000,000 shares of common stock, par value \$0.01 per share.
4. No holder of any share or shares of any class of stock of the corporation shall have a preemptive right to purchase or subscribe for shares of any class of capital stock of the corporation now or hereafter authorized, including treasury shares, or for any securities convertible into or carrying any optional rights to purchase or subscribe for any shares of any class of capital stock of the corporation now or hereafter authorized.
5. The street address of the initial registered office of the corporation is 265 Riverchase Parkway East, Suite 101, Hoover, Alabama 35244, and the name of its initial registered agent at that office is Kenneth Smith.
6. The name and address of the incorporator of the corporation is James W. Childs, Jr., 1819 Fifth Avenue North, Birmingham, Alabama 35203.
7. (a) The number of directors of the corporation shall be one or more, as specified in the bylaws of the corporation. The bylaws may establish a variable range for the size of the board of directors of the corporation by fixing a minimum and a maximum number of directors. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by resolution of the board of directors.  
  
(b) The names and addresses of the persons who are to serve as the initial directors of the corporation are:

Kenneth Smith  
265 Riverchase Parkway East, Suite 101  
Hoover, Alabama 35244

Jeffrey R. Trotman  
265 Riverchase Parkway East, Suite 101  
Hoover, Alabama 35244

Bradley, Arant

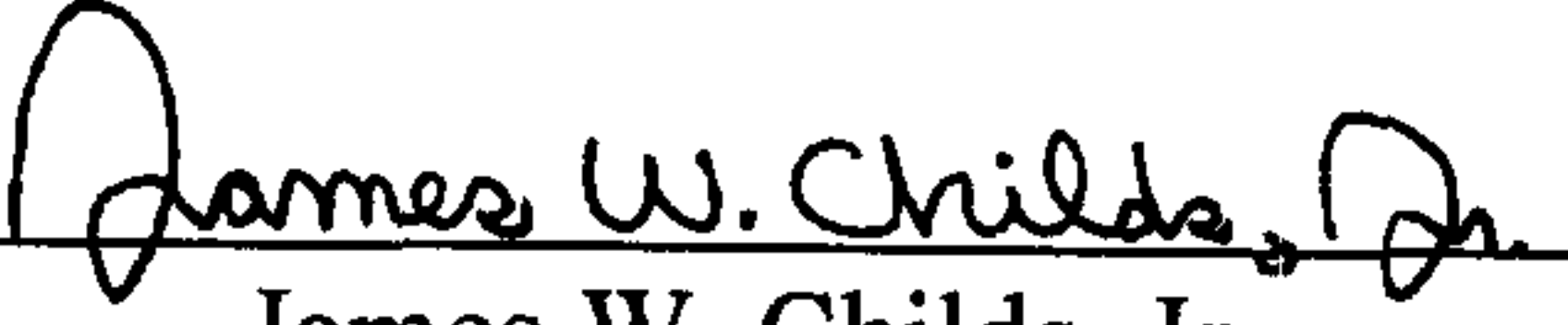
(c) At elections of directors by the shareholders of the corporation, the directors of the corporation to be elected by the shareholders of the corporation shall be elected by a plurality of the votes cast by the shares entitled to vote in the election of directors at the meeting of the shareholders of the corporation at which a quorum is present when the vote is taken.

(d) The board of directors of the corporation may fill any vacancy occurring on the board of directors of the corporation, including, without limitation, any vacancy resulting from an increase in the number of directors of the incorporation.

(e) A director may be removed in the manner provided under the Alabama Business Corporation Act only for cause.

8. A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except for: (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm on the corporation or its shareholders by such director; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act or any successor provision to such section; (iv) an intentional violation of criminal law by such director; or (v) a breach of such director's duty of loyalty to the corporation or its shareholders. If the Alabama Business Corporation Act is hereafter amended, or any successor statute thereto is hereafter adopted or amended, to authorize the elimination of or the further limitation of the liability of a director of a corporation, then the liability of a director of the corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto, as adopted or amended. Any repeal or modification of this provision by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 17<sup>th</sup> day of May, 2004, which Articles of Incorporation shall be effective upon filing.

  
James W. Childs, Jr.

Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

**Red Mountain Software, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Terry A Sadberry, 1819 5th Avenue N, Birmingham, AL 35203 for a period of one hundred twenty days beginning May 14, 2004 and expiring September 12, 2004.



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.

May 14, 2004

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', is written over a horizontal line.

Nancy L. Worley

Secretary of State