

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IPIFONY SYSTEMS, INC.**

Pursuant to §§ 10A-2-10.03 and 10A-2-10.07 of the Alabama Business Corporation Law, as amended, IpiFony Systems, Inc. a corporation organized and existing under the laws of the State of Alabama (the "*Corporation*"), hereby adopts these Amended and Restated Articles of Incorporation and certifies as follows:

The name of the Corporation is IPIFony Systems, Inc.

The text of the Amended and Restated Articles of Incorporation, which contains amendments to the articles of incorporation requiring shareholder approval, is set forth on Exhibit A attached hereto.

These Amended and Restated Articles of Incorporation (collectively, the "*Amendments*") were adopted by unanimous written consent of the directors and shareholders on July 16, 2013 in the manner prescribed by the Alabama Business and Nonprofit Entity Code.

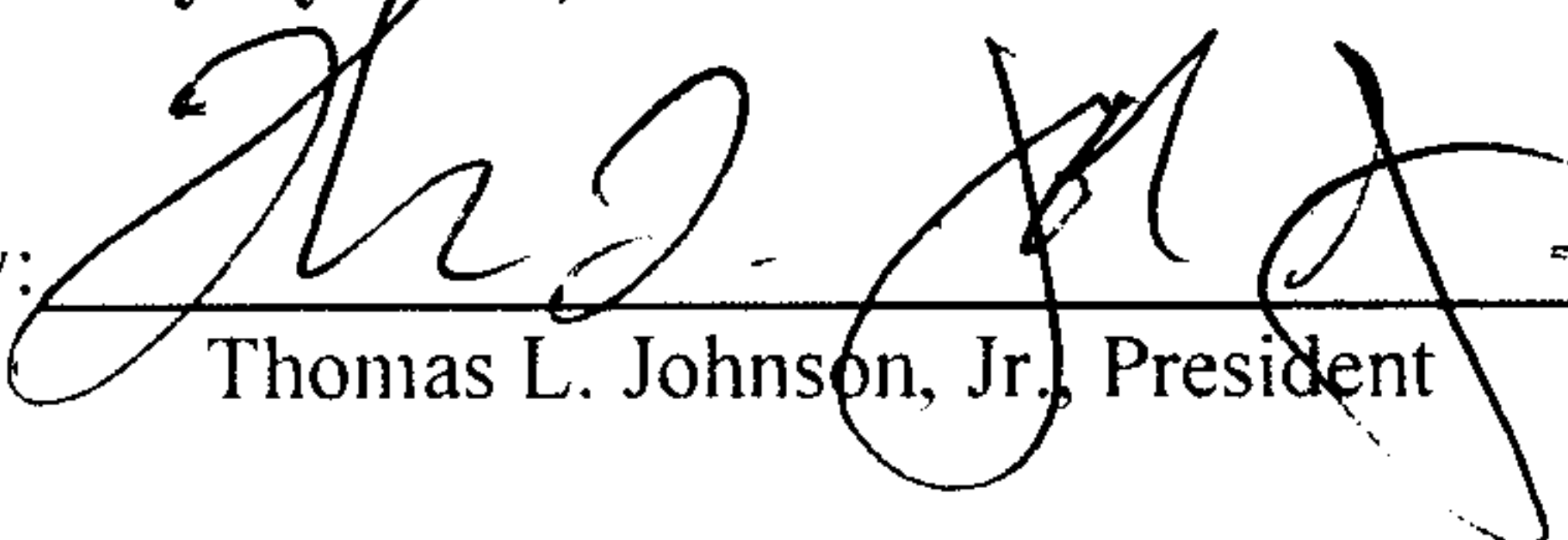
Two voting group of shareholders were entitled to vote on the Amendments - the holders of the Corporation's voting common stock and the holders of the Corporation's non-voting common stock.

There were 460 shares of voting common stock outstanding at the time of the adoption of the Amendments; the holders of the outstanding shares of 460 voting common stock were entitled to cast 460 votes on the Amendments; and all 460 votes were indisputably represented at the meeting (consent action). The holders of the Corporation's voting common stock cast 460 votes FOR and 0 votes AGAINST the Amendments.

There were 540 shares of non-voting common stock outstanding at the time of the adoption of the Amendments; the holders of the outstanding shares of 540 non-voting common stock were entitled to cast 540 votes on the Amendments; and all 540 votes were indisputably represented at the meeting (consent action). The holders of the Corporation's non-voting common stock cast 540 votes FOR and 0 votes AGAINST the Amendments.

DATED: July 16, 2013.

IPIFony Systems, Inc.

By: 
Thomas L. Johnson, Jr., President

This document prepared by: David D. Dowd, III, Esq., Burr & Forman LLP, 420 North 20th Street, Suite 3400, Birmingham, Alabama 35203.

Exhibit A

ARTICLE I
NAME

The name of the Corporation is IPiFony Systems, Inc.

ARTICLE II
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III
PURPOSES

The purposes for which this Corporation is organized shall be the transaction of any and all lawful business for which corporations may be organized under the Alabama Business and Nonprofit Entity Code. In furtherance, but not in limitation of the aforesaid purposes of this Corporation, and without limitation of the powers conferred by statute or general rules of law, this Corporation shall have the following powers in addition to others now or hereafter conferred by law:

- (a) to engage in the business of developing and selling software systems;
- (b) to purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire and deal in real and personal property or any interest therein of any kind or character, wherever situated;
- (c) to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, 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 any class of business specifically enumerated among the purposes of this Corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries, and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto;
- (d) 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 put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formula, know-how, methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing, and to make or grant any of the foregoing which any corporation can make or grant;
- (e) to acquire and pay for in cash, bonds or stock of this Corporation or otherwise, the goodwill, rights, assets and properties of any person, firm, partnership, limited liability company, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, partnership, limited liability company, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties 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 or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this Corporation;

(f) to acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, country, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, limited liability company, firm, association, trust investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts and calls, stock rights, participations, partnership interests, mortgages, or other securities, the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this Corporation, and this Corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or 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 may do, subject to the limitations, if any, on such rights now and hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this Corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of this Corporation with or to persons other than the board of directors of this Corporation;

(g) 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, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise;

(h) to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferrable instruments;

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

(j) 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, reissue or cancel the same;

(k) to endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or 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, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, or any other stock or equity interest, of any other corporation or association, domestic or foreign, or of any person, firm, limited liability company, partnership or joint venture;

(l) to lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders;

(m) to enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, limited liability company, trust, estate, association, corporation, state, territory, municipality, country, government, governmental district, body politic, or any subdivision or instrumentality thereof;

(n) to buy, sell and deal 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 note, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same;

(o) to participate with any person, partnership, limited liability company, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), limited liability company, joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interest, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, limited liability company, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this Corporation with or to persons other than this Corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this Corporation;

(p) to be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise;

(q) to enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pension and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers or employees;

(r) subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding and including actions by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, manager, partner, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such action is not by or in the right of the Corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this Corporation or is or was serving at the request of the Corporation as a director, officer, manager, partner, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this Corporation would have the power to indemnify him or her against such liability;

(s) to make donations for the public welfare or for charitable, scientific or educational purposes;

(t) to transact any lawful business which the board of directors finds to be in aid of governmental policy; and

(u) to have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business and Nonprofit Entity Code.

ARTICLE IV **CAPITAL**

Section 1. Authorized Shares. The Corporation shall have authority to issue three thousand (3,000) shares of common stock, (the "*Common Stock*"), including two thousand (2,000) shares of voting common stock (the "*Voting Common Stock*") and one thousand (1,000) shares of non-voting common stock (the "*Non-Voting Common Stock*"). All shares of Common Stock shall have a par value of \$1.00 per share.

Section 2. Preferences, Limitations and Relative Rights.

(a) All shares of Voting Common Stock and Non-voting Common Stock shall have the same preferences, limitations and relative rights except as follows: (i) the Voting Common Stock still have unlimited voting rights; and (ii) the Non-voting Common Stock shall have no right to vote except to the extent required by the Alabama Business Corporation Law or other applicable law.

(b) The affirmative vote of the holders of at least 75% of the then outstanding shares of Voting Common Stock shall be necessary for the Corporation to effect or validate any of the following actions (whether by amendment, merger, consolidation, or otherwise) or to permit any subsidiary of the Corporation to effect or validate any of the following actions (whether by amendment, merger, consolidation, or otherwise): (i) the issuance of any shares of Voting Common Stock; (ii) the issuance of any shares of Non-voting Common Stock other than the issuance of as many as five hundred (500) shares of Non-voting Common Stock upon the exercise of stock options issued or granted in accordance with an Employee Stock Option Plan (as defined below); (iii) enter into any agreement between the Corporation or its shareholders regarding a Change in Control (as defined below); (iv) incur, assume or guarantee any indebtedness for borrowed funds in excess of \$100,000 in the aggregate (exclusive of the Existing Indebtedness (as defined below)) or make or commit to make any capital expenditures (including capital expenditures under capitalized leases) in excess of 100,000 in the aggregate; (v) any amendment, alteration, waiver or repeal of any provision of the Corporation's Articles of Incorporation, as amended (the "*Articles*"), or the Corporation's bylaws; and (vi) any voluntary dissolution or liquidation of the Corporation.

(c) All shares of Common Stock are entitled to receive the net assets of the Corporation upon dissolution.

Section 3. Definitions.

(a) "*Change in Control*" shall mean (i) any recapitalization, reclassification, consolidation, stock exchange or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such recapitalization, reclassification, consolidation, merger or reorganization in which the shareholders of the Corporation immediately prior to such recapitalization, reclassification, consolidation, merger or reorganization, continue to hold a majority of the voting power of the surviving entity in substantially the same proportions (or, if the surviving entity is a wholly-owned subsidiary, its parent) immediately after such recapitalization, reclassification,

consolidation, merger or reorganization or (ii) a sale, lease, license, transfer or other disposition of all or substantially all of the assets of the Corporation.

(b) *"Employee Stock Option Plan"* shall mean a stock option plan approved by the board of directors and by the holders of at least 75% of the then outstanding shares of Voting Common Stock, which authorizes the board of directors or a committee of the board of directors to issue or grant to employees of the Corporation or its subsidiaries options to purchase shares of Non-voting Common Stock.

(c) *"Existing Indebtedness"* shall mean any indebtedness of the Corporation for borrowed money outstanding as of July 16, 2013.

Each of the 540 shares of the Corporation's non-voting common stock issued and outstanding as of July 16, 2013 shall be automatically exchanged for one share of the Corporation's Voting Common Stock upon the filing with the Probate Court of Shelby County, Alabama of an amendment to the Articles containing the amendments set forth in this Exhibit A, such that upon such exchange, there shall be one thousand (1,000) shares of Voting Common Stock issued and outstanding and zero (0) shares of Non-voting Common Stock issued and outstanding.

ARTICLE V

PREEMPTIVE RIGHTS

No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

ARTICLE VI

AMENDMENT OF THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change, restate or repeal any provision contained in these Articles of Incorporation, as amended, in the manner now or hereafter provided by law, and in accordance with the requirements of Section 2(b)(v) of Article IV hereof.

ARTICLE VII

LIMITATION OF LIABILITY OF DIRECTORS

A director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the Corporation or shareholders; (C) a violation of Section 10A-2-8.33 of the Alabama Business and Nonprofit Entity Code; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the Corporation or its shareholders.