

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

ACUTRAC SERVICES, INC.

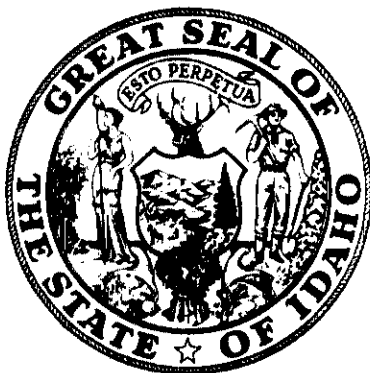
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

ACUTRAC SERVICES, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated _____ **November 2** , 19 **90** .



Pete T. Cenarrusa

SECRETARY OF STATE

Shelly J. Clark
Corporation Clerk

RESTATEMENT OF
ARTICLES OF INCORPORATION
ACUTRAC SERVICES, INC.

RECEIVED
SEC. OF STATE

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LARRY THACKERY, the undersigned natural person of the age of 18 years or more, acting under the General Business Corporations Act, and acting as the President of said corporation and pursuant to a Resolution of the Board of Directors on October 19, 1990, adopting these Restated Articles of Incorporation, adopts the following Restatement of Articles of Incorporation for such corporation superceding all original Articles of Incorporation and Amendments thereto:

ARTICLE I

The name of the corporation shall be ACUTRAC SERVICES, INC..

ARTICLE II

The corporation shall exist perpetually, unless sooner dissolved or disincorporated according to law.

ARTICLE III

The purpose or purposes for which the corporation is organized shall be the servicing, selling and distribution of cash management software, and to own, use, buy, sell, lease, hire and deal in and with all articles of property, both real and personal, and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized in the State of Idaho.

ARTICLE IV

The corporation shall have authority to issue a total of One Hundred Thousand (100,000) shares of capital stock all of which

shares shall be of one class of no par value and shall be designated as Common Stock.

ARTICLE V

All two thousand (2,000) shares of Common Stock voted for the adoption of this Restatement of Articles of Incorporation, and that said number of shares were the total number of shares entitled to vote on this amendment.

ARTICLE VI

Shareholders will be credited for shares issued prior to this Restatement of Articles of Incorporation in an amount equal to the initial stated capital of \$.01 per share against the new subscription which shall be of no par value.

ARTICLE VII

The address of the initial registered office of the corporation shall be 112 Pinewood Lane P.O. Box 2664 Ketchum, ID. 83340, and the name of its initial registered agent at such address is Larry Thackery.

ARTICLE VIII

The name and address of the person to serve on the initial Board of Directors until the first annual meeting of stockholders or until successors are elected and shall qualify is: Larry Thackery, P.O. Box 2664 Ketchum, ID 83340.

ARTICLE IX

The corporation shall have all powers enumerated under the General Business Corporations law, and those set forth in the Bylaws of the corporation and shall be managed by the Board of Directors, who shall also have the following powers, not limited by specification as follows:

(a) To hold meetings, to have one or more offices and to keep the books of the corporation, except as otherwise expressly provided by law, at such place, whether within or without the State of Idaho, as may from time to time be designated by the Board.

(b) To make, alter, and repeal Bylaws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal Bylaws.

(c) To determine whether and to what extent and what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the corporation, except as conferred by the laws of the State of Idaho or as authorized by the Board.

(d) To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of capital or, in case there shall be no such excess, out of the net profits for the fiscal year then current or the proceeding fiscal year, and to direct the use and disposition of such net assets in excess of capital and of such net profits, all in accordance with the provisions of the laws of the State of Idaho.

(e) To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

(f) To make any lawful disposition of any paid-in or capital surplus, or create any reserves out of the same, or charge to the same organization expenses of other similar expenses

properly chargeable to capital account.

(g) To use or apply any funds of the corporation lawfully available therefor for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

(h) From time to time and in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plans or plans for:

(1) the issue or the purchase and sale of its capital stock or granting of options therefor to any or all employees, officers, or directors of the corporation or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefor in full, and for aiding any such persons in paying for such stock by contribution, compensation for services or otherwise;

(2) the participation by any or all of the employees, officers, or directors of the corporation or of any subsidiaries in the profits of the corporation or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses; and

(3) the furnishing to any or all of the employees, officers, or directors of the corporation or any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness, or death, pensions during old age,

disability, or unemployment, or retirement benefits.

(i) From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertability or otherwise, with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging or, granting a security interest in, or pledging or, as security therefor, any part or all of the property of the corporation, real or personal, including after acquired property.

ARTICLE X

The number of directors of the corporation shall be fixed from time to time by its Bylaws and may be increased or decreased as therein provided.

ARTICLE XI

The name and address of each incorporator is: Larry Thackery P.O. Box 2664 Ketchum, ID 83340.

IN WITNESS WHEREOF, the undersigned, being the President hereinbefore named, does hereby make this certificate for the purpose of restating the Articles of Incorporation and subsequent amendments thereto pursuant to the General Business Corporation's Law of the State of Idaho, and does hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereunto set my hand and seal this 31st day of October, 1990.

ACUTRAC SERVICES, INC.


By: LARRY THACKERY, President

ATTESTED:


Secretary

STATE OF IDAHO)

County of Blaine)

ss.

VERIFICATION

LARRY THACKERY, being first duly sworn, deposes and says:

That I am the President of the above corporation, and that I have read the foregoing Restatement of Articles of Incorporation and know the contents thereof, and believe the same to be true to the best of my knowledge and belief.


LARRY THACKERY

STATE OF IDAHO)

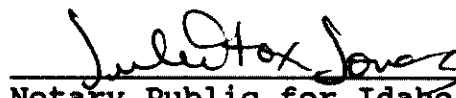
County of Blaine)

ss.

On this 31st day of October, 1990, me the undersigned Notary Public, personally appeared, LARRY THACKERY, President of Acutrac Services, Inc., known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

SUBSCRIBED AND SWORN to before me this 31st day of October, 1990.


Notary Public for Idaho
Residing at: Hailey