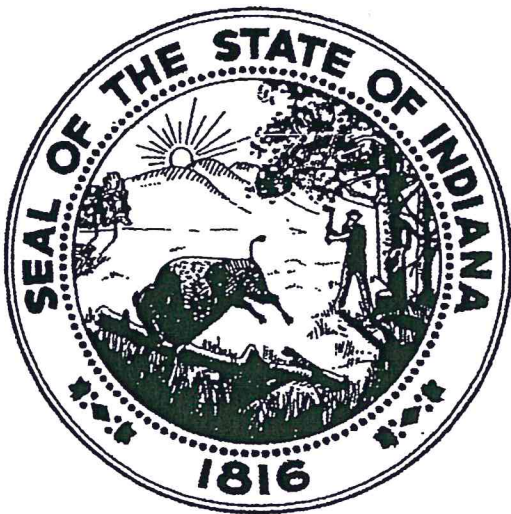


State of Indiana
Office of the Secretary of State

CERTIFICATE OF INCORPORATION
of
PHOENIX DATA CORPORATION

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, February 21, 2001.



In Witness Whereof, I have caused to be
affixed my signature and the seal of the
State of Indiana, at the City of
Indianapolis, February 21, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

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ARTICLES OF INCORPORATION
OF
PHOENIX DATA COROPRATION

APPROVED
AND
FILED
IND. SECRETARY OF STATE

The undersigned incorporator, desiring to form a Corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The Business Corporation Law, as now or hereafter amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:

ARTICLE I
Corporate Name

The name of the Corporation is Phoenix Data Corporation.

ARTICLE II
Purposes

This Corporation is formed for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Act. The Corporation shall have the same capacity to act as possessed by natural persons and shall have and exercise all powers granted to business corporations formed under the Act and permitted by the laws of the State of Indiana in force from time to time hereafter, including, but not limited to, the general rights, privileges and powers set out in the Act, the power to enter into and engage in partnerships and joint venture, and to act as agent. The Corporation shall have the power and capacity to engage in all business activities, either directly or through any person, firm, entity, trust, partnership or association.

ARTICLE III
Term of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
Registered Office and Registered Agent

The street address of the registered office of the Corporation is 7351 Shadeland Station Way, Indianapolis, Indiana 46256, and the name of the registered agent at that address is Robert M. Koeller.

ARTICLE V
Authorized Shares

The total number of shares which the Corporation is authorized to issue is Ten thousand (10,000) shares without par value.

ARTICLE VI
Terms of Authorized Shares

Section 6.01. Terms. All shares are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties and restrictions. These shares may be issued for any consideration consistent with the Act, including tangible or intangible property or benefit to the Corporation, at such price and amount per share as may be determined by the Board of Directors.

Section 6.02. Dividends. The shareholders shall be entitled to receive dividends as declared by the Board of Directors in accordance with the Act; dividends may be paid in cash, property or in authorized but unissued shares of the Corporation.

Section 6.03. Payment on Dissolution. In the event of voluntary or involuntary dissolution of the Corporation, the shareholders shall be entitled, after payment of all debts and liabilities of the Corporation, to share equally in the remaining assets of the Corporation.

ARTICLE VII
Voting Rights

Section 7.01. Voting Rights. Every shareholder of the Corporation shall have the right, at every shareholders' meeting, to one vote for each share standing in his name on the books of the Corporation as of the record date for such meeting.

Section 7.02. Shareholder Action. Except as otherwise provided in the Act or these Articles of Incorporation, all actions taken by the shareholders shall be by a majority vote of the number of shares entitled to vote, including but not limited to an election of directors.

ARTICLE VIII
Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1) subject to the provisions of the By-Laws of the Corporation.

ARTICLE IX
Data Respecting Directors

The names and addresses of the initial Board of Directors of the Corporation are as follows:

Carol L. Curran
12305 Thunder Bay Court
Indianapolis, IN 46236

ARTICLE X
Data Respecting Incorporator

The name and address of the incorporator of the Corporation is as follows:

Carol L. Curran
12305 Thunder Bay Court
Indianapolis, IN 46236

ARTICLE XI
Certificates for Shares

Each shareholder shall be entitled to a certificate certifying the number of shares owned by such shareholder in the Corporation.

ARTICLE XII
Indemnification

The Corporation shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer, employee or agent of the Corporation against all liability and reasonable expense incurred or suffered by such person in connection therewith, if:


- (a) the individual's conduct was in good faith; and
- (b) the individual reasonably believed:

(i) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interests; and


- (ii) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and
- (c) in the case of any criminal proceeding, the individual either:
 - (i) had reasonable cause to believe the individual's conduct was lawful; or
 - (ii) had no reasonable cause to believe the individual's conduct was unlawful.

The terms used in this Article XII shall have the same meaning as set forth in IC 23-1-37. Nothing contained in this Article XII shall limit or preclude the ability of the Corporation to otherwise indemnify or to advance expenses to any director, officer, employee or agent.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article X, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 21st day of February, 2001.


Carol L. Curran, Incorporator

I HEREBY VERIFY SUBJECT TO PENALTIES OF PERJURY THAT THE FACTS CONTAINED HEREIN ARE TRUE.


Carol L. Curran, Incorporator

This instrument was prepared by Robert M. Koeller, Attorney at Law, 7351 Shadeland Station, Suite 190, Indianapolis, Indiana 46256-3924.

"EXHIBIT A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PHOENIX DATA CORPORATION**

Phoenix Data Corporation (the "Corporation"), a corporation duly organized and existing pursuant to the provisions of the Indiana Business Corporation Law (the "Corporation Law"), hereby amends and restates its Articles of Incorporation as follows.

ARTICLE I

Name

The name of the Corporation is Phoenix Data Corporation.

ARTICLE II

Registered Office and Agent

The street address of the Corporation's registered office is 9045 E. 59th Street, Indianapolis, Indiana 46216, and the name of the registered agent at such office is Robert M. Koeller, 6350 N. Shadeland Avenue, Suite 4, Indianapolis, Indiana 46220.

ARTICLE III

**Number and Classification
of Authorized Shares**

The total number of shares that the Corporation has authority to issue shall be 100,500 shares consisting of 100,000 common shares (the "Voting Common Shares") and 500 nonvoting common shares (the "Nonvoting Common Shares") (the Voting Common Shares and the Nonvoting Common Shares sometimes being collectively referred to herein as the "Common Shares").

The Corporation's Common Shares shall have no par value, except that, solely for the purpose of any statute or regulation imposing any tax or fee based upon the capitalization of the Corporation, all of the Corporation's Common Shares shall be deemed to have a par value of \$0.01 per share.

ARTICLE IV

Terms of Shares

Section 1. Power of Corporation to Deal in Shares. The Board of Directors of the Corporation may dispose of, issue, and sell shares in accordance with and in such amounts as may be permitted by the Corporation Law and these Restated Articles of Incorporation, and for such consideration, at such price or prices, at such time or times and upon such terms and conditions as the Board of Directors of the Corporation shall determine, without the authorization or approval by any shareholders of the Corporation unless such authorization or approval is required by the Corporation Law or these Restated Articles of Incorporation. Shares may be disposed of, issued, and sold to such persons, firms, or corporations as the board of Directors may determine, without any preemptive or other right on the part of the owners or holders of other shares to acquire such shares by reason of their ownership of such other shares. The Corporation shall have the power to acquire (by purchase, redemption, or otherwise), hold, own, pledge, sell, transfer, assign, reissue, cancel, or otherwise dispose of the shares of the Corporation in the manner and to the extent permitted by the Corporation Law and these Restated Articles of Incorporation. The power to purchase, redeem, or otherwise acquire shares, directly or indirectly, may be exercised selectively without pro rata or equal treatment of the owners or holders of shares.

Section 2. Rights to Dividends and Distributions. The holders of shares shall be entitled to share ratably, according to the number of shares held by them, in such dividends or other distributions (other than purchases, redemptions, or other acquisitions of shares of the Corporation), if any, as are declared and paid from time to time on the shares of that class or series at the discretion of the Board of Directors. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of each class or series of shares shall be entitled to share, ratably according to the number of shares of that class or series held by them, in all assets of the Corporation available for distribution to its shareholders.

Section 3. Voting and Nonvoting Common Shares. Except for differences in voting rights between the Voting Common Shares and the Nonvoting Common Shares as specified in Article V, the Common Shares shall be equal in every respect insofar as their relationship to the Corporation is concerned, but such equality of rights shall not imply equality of treatment as to redemption or other acquisition of shares by the Corporation. The holders of Common Shares shall be entitled to share ratably in such dividends or other distributions (other than purchases, redemptions, or other acquisitions of Common Shares of the Corporation), if any, as are declared and paid from time to time on the Common Shares at the discretion of the Board of Directors. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of Common Shares shall be entitled to share, ratably according to the number of Common Shares held by them, in all remaining assets of the Corporation available for distribution to its shareholders.

ARTICLE V

Voting rights

Section 1. Voting Common Shares. Voting Common Shares shall have unlimited voting rights. At every meeting of the shareholders of the Corporation every holder of Voting Common Shares shall be entitled to one vote for each Voting Common Share standing in such holder's name on the share transfer records of the Corporation on the record date for such meeting.

Section 2. Nonvoting Common Shares. Except as otherwise provided by the Corporation Law, Nonvoting Common Shares shall have no voting rights or powers. Each Nonvoting Common Share shall, when validly issued by the Corporation, entitle the record holder thereof as of the applicable record date to one vote on such matters, but only on such matters, as the holders thereof are entitled to vote under the Corporation Law.

ARTICLE VI

Directors

Section 1. Number. The number of Directors shall be fixed by, or fixed in accordance with, the Bylaws. The Bylaws may also provide for staggering the terms of the members of the Board of Directors to the fullest extent permitted by the Corporation Law.

Section 2. Vacancies. Any vacancy in the Board of Directors, from whatever cause arising, including any increase in the size of the Board of Directors, shall be filled by selection of a new Director by a majority vote of the remaining members of the Board of Directors (even if less than a quorum).

Section 3. Limited Liability of Directors. Directors shall be immune from personal liability for any action taken as a Director, or any failure to take any action, to the fullest extent permitted by the Corporation Law and by general principles of corporate law.

Section 4. Removal of Directors. Any or all of the members of the Board of Directors may be removed, with or without cause, by the affirmative vote of the holders of a majority of the outstanding shares then entitled to vote at an election of Directors.

ARTICLE VII

Indemnification

Section 1. Rights to Indemnification and Advancement of Expenses.

(a) The Corporation shall indemnify as a matter of right every person made a party to

a proceeding because such person is or was

- (i) a member of the Board of Directors of the Corporation,
- (ii) an officer of the Corporation, or
- (iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the Indemnitee in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

(b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

(c) The indemnification provided under this Article shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 2. Other Rights Not Affected. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Therefore, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Section 3. Definitions. For purposes of this Article:

(a) The term “director” means an individual who is or was a member of the Board of Directors of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation’s request if the director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. The term “director” includes, unless the context requires otherwise, the estate or personal representative of a director.

(b) The term “expenses” includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(c) The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(d) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(e) The term “proceeding” means any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative and whether formal or informal.

ARTICLE VIII

Miscellaneous

Section 1. Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal, or to waive provisions of, the Bylaws of the Corporation by the affirmative vote of a majority of the number of Directors then in office, except as otherwise provided by the Corporation Law.

Section 2. Amendment or Repeal. The Corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation to the extent and in any manner permitted or prescribed by the Corporation Law, and all rights herein conferred upon shareholders are granted subject to such

reservation.

Section 3. Corporation Law. All references in these Restated Articles of Incorporation to the Corporation Law shall mean the Indiana Business Corporation Law as it may hereafter from time to time be amended and any statute which may in the future supersede or replace, in whole or in part, the Corporation Law.