

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0034049  
EFFECTIVE DATE: 07/28/2000  
COUNTY : FULTON  
REFERENCE : 0045  
PRINT DATE : 07/28/2000  
FORM NUMBER : 311

KENT ANTLEY  
999 PEACHTREE ST., N.E.  
SUITE 2300  
ATLANTA, GA 30309

**CERTIFICATE OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**DTI ACQUISITION CORPORATION**  
**A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**DTI ACQUISITION CORPORATION**

**ARTICLE I**

The name of the Corporation is DTI Acquisition Corporation.

**ARTICLE II**

The Corporation shall have authority, to be exercised by its Board of Directors, to issue 10,000 shares of Common Stock having a par value of \$.01 per share, which shall be referred to as "common shares." The common shares (a) shall be one and the same class, (b) shall have unlimited voting rights (with each share having one vote on each matter submitted to shareholders for vote), (c) shall have equal rights of participation in dividends and other distributions and (d) shall be entitled to receive the net assets of the corporation ratably upon dissolution.

**ARTICLE III**

The initial registered office of the Corporation shall be at 999 Peachtree Street, Atlanta, Georgia 30309 in Fulton County. The initial registered agent of the Corporation shall be Kenneth F. Antley.

**ARTICLE IV**

The mailing address of the initial principal office of the Corporation is c/o Sutherland, Asbill & Brennan, LLP, 999 Peachtree Street, Atlanta, Georgia 30309.

**ARTICLE V**

The name and address of the incorporator is Kenneth F. Antley, Sutherland, Asbill & Brennan, LLP, 999 Peachtree Street, Atlanta, Georgia 30309.

**ARTICLE VI**

The initial Board of Directors is composed of the following director:

James J. Browne

## ARTICLE VII

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except for liability (i) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) of any of the types set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director has received an improper personal benefit. The provisions of this Article shall not apply with respect to acts or omissions occurring prior to the effective date of this Article.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Business Corporation Code.

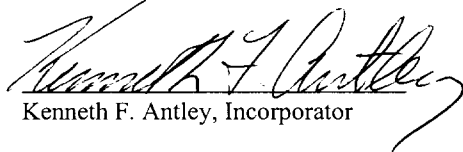
(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

## ARTICLE VIII

Any action required by law or by the Articles of Incorporation or By-Laws of the Corporation to be taken at a meeting of the shareholders of the Corporation and any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be effective unless each consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders, or unless the consent includes an express waiver of the right to receive the material.

Pursuant to O.C.G.A. §14-2-201.1, the Incorporator does hereby undertake to publish a notice of the filing with the Secretary of State of the State of Georgia of these articles of incorporation as required by O.C.G.A. §14-2-201.1(b).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28<sup>th</sup> day of July, 2000.

  
Kenneth F. Antley, Incorporator



BUSINESS INFORMATION AND SERVICES  
 Suite 315, West Tower  
 2 Martin Luther King Jr., Drive  
 Atlanta, Georgia 30334-1530  
 (404) 656-2817

Secretary of State  
 State of Georgia

TRANSMITTAL INFORMATION FOR GEORGIA  
 PROFIT OR NONPROFIT CORPORATIONS

J. K. JACKSON  
 Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # <u>2100741</u>	PENDING CONTROL # <u>P345195</u>	CONTROL # <u>34219</u>
Docket Code <u>311</u>	Corporation Type <u>DP</u>	
Date Filed <u>7-28-00</u>	Amount Received <u>60.00</u>	Check/Receipt # <u>33650</u>
Jurisdiction (County) Code <u>0600</u>		
Examiner <u>LS</u>		Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
 INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

- 2030019  
 Corporate Name Reservation Number  
 DTI Acquisition Corporation  
 Corporate Name (exactly as appears on name reservation)
- Kent Antley  
 Applicant/Attorney  
 999 Peachtree Street, N.E., Suite 2300  
 Address  
 Atlanta GA 30309-3996  
 City State Zip Code  
 Telephone Number 404/853-8000
- NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)**
  - FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
  - ORIGINAL ARTICLES OF INCORPORATION
  - ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

Kenneth A. Antley  
 Authorized Signature

7/28/00  
 Date

KATHERINE A. LYDON  
DIRECT LINE: 404.853.8728  
Internet: kalydon@sablaw.com

July 28, 2000

**Via Hand Delivery**

Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King, Jr., Dr., SE  
Atlanta, Georgia 30334

Re: DTI Acquisition Corporation

Dear Sir or Madam:

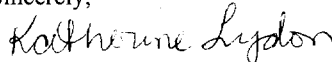
Enclosed in connection with the incorporation of DTI Acquisition Corporation are the following:

1. Two fully-executed original Articles of Incorporation, one copy for our return receipt;
2. Transmittal Information Form 227; and
3. One check in the amount of \$60.00 payable to the Georgia Secretary of State for the filing fee.

Please date stamp the extra copy of the this letter and return it to the courier to return to me. Once filed, please return the evidence to me using the enclosed self addressed stamped envelope provided for your convenience.

If you have any questions, please contact me at 404.853.8728.

Sincerely,



Katherine A. Lydon  
Paralegal

Enclosures

cc: Kent Antley (w/encl.)  
David Zimmerman (w/o encl.)