

**P94000017584** 

February 28, 2000

VIA CERTIFIED MAIL/RRR

State of Florida  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-03/02/00--01114--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Tech Data France, Inc. - P94000017584  
Tech Data France II, Inc. - P94000017587

Dear Sir or Madam:

Please find enclosed the following documents to effect the dissolution of the Florida corporations referenced above:

1. Articles of Dissolution and supporting documentation for Tech Data France, Inc.
2. Our company's check number C314107 in the amount of \$43.75 payable to the Florida Department of State in payment of the appropriate fees to dissolve Tech Data France, Inc.
3. Articles of Dissolution and accompanying documents to effect the dissolution of Tech Data France II, Inc.
4. Our company's check number C314305 in the amount of \$43.75 payable to the Florida Department of State in payment of the appropriate fees to dissolve Tech Data France II, Inc.

Please file these documents at your earliest convenience and return the Certified copy of the Articles of Dissolution for both companies to my attention at the following address:  
Tech Data Corporation, Legal Department, 5350 Tech Data Drive, Mail Stop: C1-7,  
Clearwater, FL 33760, Attention: Marcy J. Thurman.

Thank you for your assistance with this request. Should there be any problems with this filing, please do not hesitate to contact me at (727) 539-7429 extension 75021.

Sincerely,  
TECH DATA CORPORATION

*Marcy J. Thurman*  
Marcy J. Thurman  
Paralegal

*0135  
3-15-00  
MJS*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR -2 AM 9:43

**FILED**

Enclosures

5972

ARTICLES OF DISSOLUTION  
OF  
TECH DATA FRANCE, INC.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE I – NAME

The name of the Corporation is Tech Data France, Inc., Florida document number P94000017584.

ARTICLE II – AUTHORIZATION FOR DISSOLUTION

Pursuant to the authority contained in sections 607.1402(6) and 607.0704 of the Florida Business Corporation Act, the sole shareholder of the Corporation elected to dissolve the Corporation by unanimous written consent. A copy of the Written Action in lieu of a Special Meeting of the Sole Shareholder of Tech Data Corporation is attached. Said action was executed by the holder of all of the outstanding capital stock of the Corporation on February 16, 2000.

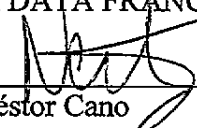
ARTICLE III – ADOPTION OF DISSOLUTION

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 21<sup>st</sup> day of February, 2000.

TECH DATA FRANCE, INC.

By: \_\_\_\_\_

  
Néstor Cano  
President

**WRITTEN ACTION IN LIEU OF A SPECIAL MEETING  
OF THE SOLE SHAREHOLDER AND DIRECTOR  
OF  
TECH DATA FRANCE, INC.**

The undersigned constituting the sole shareholder and director of Tech Data France, Inc. (hereinafter the "Corporation"), acting without a meeting pursuant to the Bylaws of the Corporation and pursuant to sections 607.1402(6) and 607.0704 of the Florida Business Corporation Act, hereby consent to and unanimously adopt the following actions, preambles and resolutions.

WHEREAS, the Corporation owns one share of stock in Tech Data France SA (hereinafter the "Share"); and

WHEREAS, the Corporation desires to transfer the Share to Tech Data France Holding SAS for fair market value and Tech Data France Holding SAS has offered to pay fair market value to purchase the Share from the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the offer of Tech Data France Holding SAS to pay FRF 20 to the Corporation for the Share, which sum is at least equivalent to the fair market value of the stock to be issued therefor be, and the same is hereby accepted.

RESOLVED FURTHER, that the proper officers of the Corporation are authorized and directed to execute and deliver such documents and take any and all necessary actions as may be required in order to effect the transfer of the Share to Tech Data Holding SAS including, without limitation, such movement orders as may be required to effect the transfer of the Share on the corporate books of Tech Data France SA.

WHEREAS, the undersigned, being the sole shareholder of all of the capital stock of the Corporation, a corporation organized under the laws of the State of Florida, has determined that it would be advisable and in the best interests of the Corporation and its sole shareholder for the Corporation to be dissolved.

NOW, THEREFORE, BE IT RESOLVED, that the sole shareholder of Tech Data France, Inc. hereby consents to the dissolution of the Corporation.

RESOLVED FURTHER, that the Officers and Directors of Tech Data France, Inc. are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary and incident thereto.

RESOLVED FURTHER, that the Officers and Directors of the Corporation are authorized and directed to apply the assets, in cash or in kind, of the Corporation to the payment of its known debts and obligations, and after disposing of the assets of the Corporation and making suitable provision for the payment of all its known debts, the Officers and Directors are authorized and directed to distribute the remainder of the Corporation's assets to the sole shareholder.

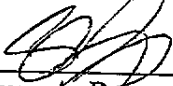
RESOLVED FURTHER, that the Officers and the Directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state, or local government in connection with or by reason of the dissolution of the Corporation or on behalf of the Corporation, including U.S. Treasury Department form 966.

RESOLVED FURTHER, that on completion of all dissolution actions, the Officers and Directors of the Corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and dissolution of the Corporation.

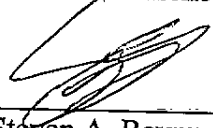
I, the undersigned, on behalf of the sole shareholder of Tech Data France, Inc., do hereby ratify, approve, consent to and confirm all of the above preambles, resolutions and actions.

Dated: 2/16/00

TECH DATA CORPORATION

By:   
Steven A. Raymund  
Chief Executive Officer

"Sole Shareholder"

By:   
Steven A. Raymund

"Sole Director"

PLAN OF DISSOLUTION  
OF  
TECH DATA FRANCE, INC.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, it is deemed advisable and in the best interest of Tech Data France, Inc. (hereinafter called the "Corporation") and its sole shareholder to wind up the affairs of the Corporation and completely dissolve the Corporation through distribution by it within three (3) years from the adoption of this Plan of all of its assets in complete liquidation in accordance with Section 332 of the Internal Revenue Code of 1954 as amended.

NOW, THEREFORE, the sole Stockholder of the Corporation adopts the following Plan of Dissolution:

1. The officers of the Corporation are authorized to negotiate and to consummate sales of any portion of the Corporation's properties and assets upon such terms and conditions as may be determined by them to be in the best interest of the Corporation and its sole Stockholder.
2. The officers of the Corporation shall attempt to collect all of the receivables owing to the Corporation, sell its real estate and other assets, pay all of its debts and expenses and settle any contingent claims, setting aside any reasonable amount in cash or other property which the officers deem necessary to meet any contingent claims, liabilities, or expenses expected to arise.
3. All of the remaining assets of the Corporation including the proceeds of the sale of any of its assets, shall be distributed in kind to the sole Stockholder within three (3) years from the date of adoption of this Plan, in exchange for the surrender of its stock in complete cancellation and redemption of all of the stock of the Corporation in accordance with

this Plan of complete dissolution. Upon surrender of the certificates of stock in the Corporation by the sole stockholder for cancellation, the President and Secretary are authorized and directed to issue such checks or execute such assignments, deeds and bills of sale to the assets of the Corporation as may be required to convey good title in the assets to the sold stockholder.

4. The officers of the Corporation are authorized and directed to perform such acts and deeds to carry out the purposes of this Plan and to completely liquidate the Corporation within three (3) years from the date of the adoption of this Plan of Dissolution in an orderly manner, and the President, and such other officers as are required to do so by law, are expressly authorized to execute any contracts, deeds, bills of sale or any other legal instruments or documents necessary or desirable to effectuate the dissolution and to consummate this Plan of Dissolution. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Corporation, may be necessary to conform with the provisions and requirements of Section 332 of the Internal Revenue Code of 1954 as amended.
5. Upon distribution of all of the assets of the Corporation in complete dissolution, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return on its behalf.

Adopted by the sole Shareholder of the Corporation on February 16, 2000.