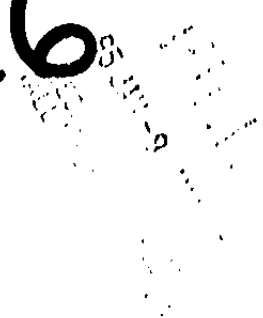


pp5000001826



AMERILAWYER^{PC}

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

PRODUCTION COMPUTING CORPORATION
11200 N.W. 11TH AVENUE, SUITE 100
MIAMI, FL 33150

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

PRODUCTION COMPUTING CORPORATION

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-147

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1995

AMERILAWYER
343 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: PRODUCTION COMPUTING CORPORATION
Ref. Number: W95000000147

We have received your document for PRODUCTION COMPUTING CORPORATION and your check(s) totaling \$630.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00000240



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

RECEIVED
95 JAN -9 AM 10:35
DIVISION OF CORPORATIONS

January 5, 1995

AMERILAWYER
343 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: PRODUCTIVE COMPUTING CORPORATION
Ref. Number: W95000000147

We have received your document for PRODUCTIVE COMPUTING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00000447

ARTICLES OF INCORPORATION
OF
PRACTICAL COMPUTING CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **PRACTICAL COMPUTING CORPORATION**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 700 Northeast 26 Terrace, Suite 505, Miami, Florida 33137 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Yamil Rivera whose address shall be the same as the principal office of the corporation.



ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is The Law Firm of Lawrence J. Spiogol, Chartered doing business as AmeriLawyer®, located at 343 Almorla Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this corporation is The Law Firm of Lawrence J. Spiogol, Chartered doing business as AmeriLawyer®, 343 Almorla Avenue, Coral Gables, Florida 33134.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

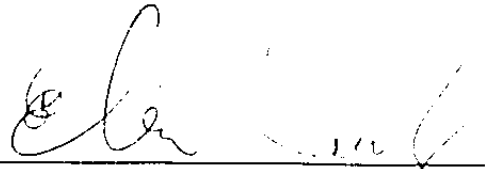
ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of January, 1995.



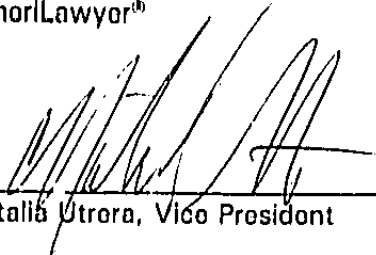
Elsie Sanchez, Incorporator



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiogol, Chartered doing business as AmeriLawyer[®], having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiogol,
Chartered doing business as
AmeriLawyer[®]

By: 
Natalia Utrera, Vice President

ARTESING

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CORAL GABLES, FL



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TO: DIVISION OF CORPORATIONS DEPARTMENT OF STATE STATE OF FLORIDA 409 EAST GAINES STREET TALLAHASSEE, FL 32399 FAX: (904) 922-4000 FROM: PRACTICAL COMPUTING CORPORATION 700 N.E. 26 TERRACE, SUITE 505 MIAMI FL 33137-311- CONTACT: ROLANDO TRUJILLO PHONE: (305) 541-0790 FAX: (305) 541-4015

NAME: PRACTICAL COMPUTING CORPORATION DOCUMENT TYPE: BASIC AMENDMENT FAX AUDIT NUMBER: H95000011881 CURRENT STATUS: REQUESTED DATE REQUESTED: 10/24/1995 TIME REQUESTED: 13:15:04 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1 NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX ESTIMATED CHARGE: \$43.75 ACCOUNT NUMBER: 071324000655

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

ENTER 'M' FOR MENU. ** ENTER SELECTION AND <CR>: F1=Help F10=Menu bar F5=Logging [OFF] F6=Printer [OFF]

Handwritten notes:
P. 1000 - N. 10/24/95
J. 10/24/95

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95 OCT 24 PM 4:06
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TALLAHASSEE, FLORIDA

RECEIVED
95 OCT 24 PM 2:30
DIVISION OF CORPORATIONS

H95000011881

FILED

95 OCT 24 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
PRACTICAL COMPUTING CORPORATION

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, Filed 1-09-95 number P95000001826.

FIRST: The name of the corporation is PRACTICAL COMPUTING CORPORATION.

SECOND: The following amendments of the Articles of Incorporation were adopted by the corporation:

Change Of Registered Agent:

From: AMERILAWYER REGISTERED AGENT
343 ALMERIA AVENUE
CORAL GABLES, FL 33134

To: YAMIL RIVERA REGISTERED AGENT
700 NORTHEAST 26 TERRACE, SUITE 505
MIAMI, FL 33137

THIRD: The amendment was adopted by the Board of Directors on the 19th Day of October, 1995.

FOURTH: The date of adoption by unanimous consent of the shareholders was on the 19th Day of October, 1995.

Dated: October 19, 1995.


YAMIL RIVERA, PRESIDENT &
REGISTERED AGENT

Prepared By: Yamil Rivera
700 N.E. 26 Terrace, Suite 505
Miami, FL 33137

1495000011881

495000011881

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

PRACTICAL COMPUTING CORPORATION

2. The name and address of the registered agent and office is:

YAMIL RIVERA
700 NORTHEAST 26 TERRACE, SUITE 505
MIAMI, FL 33137

Having been named as registered agent and to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


YAMIL RIVERA, PRESIDENT
& REGISTERED AGENT

OCTOBER 19, 1995

495000011881