

796000045753

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

79600001833457
-05/22/96--01007-015
****191.25 ****191.25

SUBJECT: Silicone Graphics Inc.
(Proposed corporate name - must include suffix)

Design

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Courtney Drummond
Name (printed or typed)

5773 PEBBLE BROOK LANE
Address

BOYNTON BEACH, FL 33437
City, State & Zip

(407) 438 3165
Daytime Telephone number

Courtney GAVE

AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 5/31/96

BL

*Left message on recorder
at 1:10 on 5/29/96*

FILED
95 MAY 22 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

New filing section - 487-6052
Registration section - 487-6051
Tallahassee, Fla

789, 502, 706, 671
W96-11352



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1996

COURTNEY DRUMMOND
5773 PBBLE BROOK LANE
BOYNTON BEACH, FL 33437

SUBJECT: SILICONE GRAPHICS INC.
Ref. Number: W96000011352

We have received your document for **SILICONE GRAPHICS INC.** and your check(s) totaling \$131.25. 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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 496A00026762

**ARTICLES OF INCORPORATION
OF
SILICONE GRAPHICS & DESIGN, INC.**

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the state of Florida.

**ARTICLE I
NAME**

The name of the corporation is **SILICONE GRAPHICS & DESIGN, INC.**

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

**ARTICLE III
NATURE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holder of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holder of the common stock shall not have preemptive rights to subscribe to the corporation's securities.

FILED
19 MAY 22 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ISSUANCE OF INITIAL SHARES

a) ACKNOWLEDGMENT OF SUBSCRIPTION: The corporation hereby acknowledges that subscriptions were received by it and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED FOR	CONSIDERATION
RICHARD WELCH	33.33%	\$1.00
PHYLLIS MORRIS	33.33%	\$1.00
COURTNEY DRUMMOND	33.33%	\$1.00

b) PAYMENT OF SUBSCRIPTION: The officers of the corporation are hereby authorized call for the payment of such subscriptions and issue shares evidenced by properly executed stock certified against receipt of the subscription prices.

c) NONASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

d) ALLOCATION OF PROCEEDS: Of the consideration received by the corporation for the capital stock to be issued hereunder, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and balance shall be allocated to the paid surplus account.

e) DESIGNATION OF BANK DEPOSITORY: The Treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any check, draft, notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolution required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as an appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors

ARTICLE V
REGISTERED AGENT

The name of the initial registered agent of this corporation is COURTNEY DRUMMOND
The state address of the registered office of the corporation in the State of Florida is 8636 MIRAMAR
BOULEVARD, MIRAMAR, FL 33025

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have six initial directors. The number of directors may be increased or decreased from time
in the manner provided by the bylaws of the corporation. The names and street addresses of the initial directors
are:

RICHARD & TAMMY WELCH	6276 NW 186th St., Apt # 202, MIAMI, FL 33015
DEAN & PHYLLIS MORRIS	8636 MIRAMAR BOULEVARD, MIRAMAR, FL 33025
COURTNEY & KRISTEN DRUMMOND	5773 PEBBLE BROOK LANE, BOYNTON BCH, FL. 33437

ARTICLE VII
INCORPORATION

The names and addresses of the incorporation of incorporators of these articles of Incorporation is
RICHARD WELCH, 6276 NW 186th St., Apt # 202, MIAMI, FL 33015
DEAN MORRIS, 8636 MIRAMAR BOULEVARD, MIRAMAR, FL 33025
COURTNEY DRUMMOND, 5773 PEBBLE BROOK LANE, BOYNTON BEACH, FL 33437

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director,
employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a
director officer, employee, or agent, of another corporation, partnership, joint venture, trust or other enterprise.

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF the undersigned incorporators has executed these Articles of Incorporation, the
_____ day of _____, 1996

RICHARD WELCH

Phyllis Morris

PHYLLIS MORRIS

COURTNEY DRUMMOND

SUBCHAPTER S ELECTION RESOLUTION

RESOLVED, that the corporation elects to become a small business concern under Subchapter S of the Internal Revenue Service Center in Atlanta, Georgia, and that the President of the Corporation is authorized to execute said election form, which shall be also executed by all the stockholders of the corporation evidencing their consent to the said election.

The corporation shall elect to be taxed as a 'small business corporation' for income tax purposes under the provision of section 1372 of Internal Revenue Code and hereby officers of the corporation do and hereby authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

& DESIGN
Executed by the undersigned as first directors of SILICONE GRAPHICS/INC., on the date indicated below

NAME OF DIRECTORS

DATE OF EXECUTION

Richard Welch 5/13/96
RICHARD WELCH

Tammy Welch 5/13/96
TAMMY WELCH

Courtney Drummond 5/13/96
COURTNEY DRUMMOND

Kristen Drummond 5/13/96
KRISTEN DRUMMOND

Dean Morris 5/13/96
DEAN MORRIS

Phyllis Morris 5/13/96
PHYLLIS MORRIS

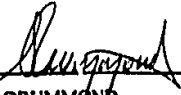
**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with section 48.091 and 607.034, Florida Statutes the following is submitted:
SILICONE GRAPHICS & DESIGN, INC. , to organize or qualify under the laws of the State of Florida
with its principal place of business at 8636 MIRAMAR BOULEVARD, MIRAMAR, FL 33025 as its agent to
accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this
Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper performance of my duties.

Dated this 13th day of MAY, 1996.

BY: 
COURTNEY DRUMMOND
Registered Agent

FILED
MAY 22 11:04 96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA