

DAVID H. JACOBY

Attorney at Law

1581 Robert J. Conlan Blvd, N.E.

The Exchange - Suite 100

Palm Bay, Florida 32905

Telephone (407) 723-8388

Fax (407) 723-9695

P96000081653

September 23, 1996

Secretary of State
Division of Corporation
409 East Gains Street
Tallahassee, Florida 32399
ATTN: Sharon Tala

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT - 3 PM 3:01

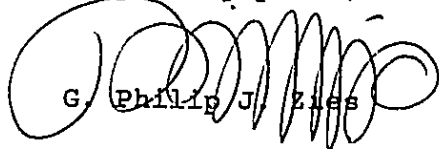
RE: Certificate of Domestication, Articles of Incorporation,
Affidavit and Articles of Dissolution of Wholesale Warehouse
Computers & Electronics, Inc.

Dear Ms. Tala:

Enclosed please find an original and one (1) copy of the
Certificate of Domestication, Articles of Incorporation, Affidavit
and Articles of Dissolution for Wholesale Warehouse Computers &
Electronics, Inc. Also enclosed, please find check #1753 in the
amount of \$207.50 as the required fee to process said documents.
Please file same and return a copy to our office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


G. Philip J. Zies

encl. as stated

600001368036
-10/08/96--01124--008
***207.50 ***172.50

51
10/3

Cert of Domestication 50.00
Art of Inc. 70.00
Certified Copy 52.50
\$ 172.50

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF BREVARD

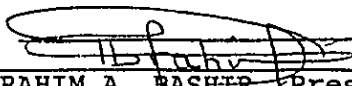
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BEFORE ME, the undersigned authority, personally appeared
IBRAHIM A. BASHIR, in his capacity as President of WHOLESale
WAREHOUSE COMPUTERS & ELECTRONICS, INC., a Florida corporation to
be voluntarily dissolved, who being by me first duly sworn, on
oath, deposes and says:

1. That the affiant has no intention of revoking the
voluntary dissolution of WHOLESale WAREHOUSE COMPUTERS &
ELECTRONICS, INC., a Florida corporation.

2. That WHOLESale WAREHOUSE COMPUTERS & ELECTRONICS, INC.,
a Florida corporation, releases its corporate name to WHOLESale
WAREHOUSE COMPUTERS & ELECTRONICS, INC., a New York corporation to
be domesticated in Florida.

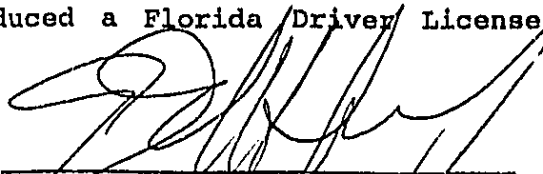
3. Affiant further states that he is familiar with the
nature of an oath; and with the penalties as provided by the laws
of the State aforesaid for falsely swearing to statements made in
an instrument of this nature. Affiant further certifies that he
has read the full facts of this affidavit, and understands its
contents.



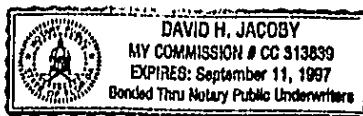
IBRAHIM A. BASHIR, President (SEAL)
WHOLESale WAREHOUSE COMPUTERS
& ELECTRONICS, INC.

SWORN TO AND SUBSCRIBED before me this 13th day of
September 1996, by IBRAHIM A. BASHIR, who is personally

known to me or who has produced a Florida Driver License as
identification.



Notary Public
State of Florida at Large
My Commission Expires:



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CERTIFICATE OF DOMESTICATION

The undersigned, Ibrahim A. Bashir, President of Wholesale Warehouse Computers & Electronics, Inc., a foreign Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which the above named corporation was formed was July 13, 1992.

2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the State of New York.

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Wholesale Warehouse Computers & Electronics, Inc.

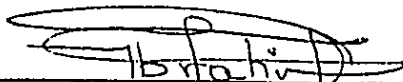
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Florida Statutes, sections 607.0202 and 607.0401 with this certificate is Wholesale Warehouse Computers & Electronics, Inc.

5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication was the State of New York.

I am Ibrahim A. Bashir, the President of Wholesale Warehouse Computers & Electronics, Inc., and am authorized to sign this

Certificate of Domestication on behalf of the above named
corporation and have done so this the 13th day of September,
1996.

WHOLESALE WAREHOUSE COMPUTERS
& ELECTRONICS, INC.

A handwritten signature in black ink, appearing to read 'Ibrahim A. Bashir', written over a horizontal line.

By: Ibrahim A. Bashir, President

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ARTICLES OF INCORPORATION
OF
WHOLESALE WAREHOUSE COMPUTERS & ELECTRONICS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is WHOLESALE WAREHOUSE COMPUTERS & ELECTRONICS, INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV.- INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V.-TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.-ADDRESS

The initial address of the principal office of this corporation is: 3256 Lake Washington Road, Melbourne, Florida 32934.

ARTICLE VII.- REGISTERED AGENT

The initial registered agent of this corporation is G. Philip J. Zies, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

ARTICLE VIII.- DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE IX.- INITIAL DIRECTOR

The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ibrahim A. Bashir	Pres./Tres. Sec.	3256 Lake Washington Road Melbourne, FL 32934

ARTICLE X.- SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe to is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Ibrahim A. Bashir	3256 Lake Washington Road Melbourne, FL 32934	200

Said subscriber alleges and certifies that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereof.

ARTICLE XI.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE XII.- LIMITATIONS ON CORPORATE STOCK

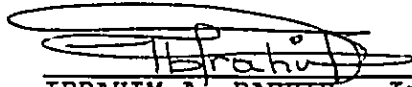
The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such

provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII.- VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

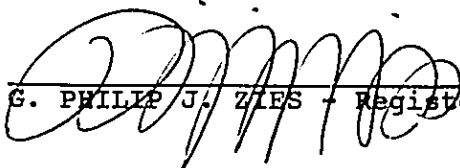
IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 13th day of September 1996.



IBRAHIM A. BASHIR - Incorporator

Acceptance by registered Agent

I hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



G. PHILIP J. ZIES - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared IBRAHIM A. BASHIR and G. PHILIP J. ZIES, to me known to be the persons described as the Incorporator and Registered Agent, respectively, in and who

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executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities.


NOTARY PUBLIC

My commission Expires:

