

P9800003033

Savage-Gaston
Hogan Hargrove, P.A.

FILED
98 MAR 30 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joyce Savage-Gaston
Jeffrey D. Hogan*
Charles D. Hargrove**
* Also admitted in Connecticut
** Also admitted in the
District of Columbia

February 28, 1998

VIA CERTIFIED MAIL (P 057 627 082)

Sandra Mortham
Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

800002458618-4
-03/16/98-01132-011
****122.50 ****122.50

Re: Incorporation Documents of **COMPUSAVE, INC.**

Dear Ms. Mortham:

Please find enclosed the following documents regarding the corporate formation of the of the above-referenced for-profit corporation:

1. An original and copy of the Articles of Incorporation;
2. A Certificate of Designation of Registered Agent/Registered Office; and,
3. A check in the amount of \$122.50, payable to the Secretary of State, covering the costs of the corporate filing fee of \$35.00, the certified copy fee of \$52.50, and the registered agent/office fee of \$35.00.

Please send any communications regarding the above-referenced matter to the undersigned.

801
North
Magnolia
Avenue

Suite 402

Orlando, Florida
32803-3851

Telephone
407-648-8882

Fax
407-872-5755

(1)

Very truly yours,
Charles D. Hargrove
Charles D. Hargrove

CDH/wd
cc: Michael W. Smith, President
Enclosures

T95-1180
Miami Lakes
9/26/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 18, 1998

CHARLES D. HARGROVE, ESQUIRE
SAVAGE-GASTON, HOGAN & HARGROVE, P.A.
801 NORTH MAGNOLIA AVENUE, SUITE 402
ORLANDO, FL 32803-3851

SUBJECT: COMPUSAVE, INC.
Ref. Number: W98000006027

microsystems

Microsystems

We have received your document for COMPUSAVE, INC. and your check(s) totaling \$122.50. 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Microsystems

CONFLICTS WITH TRADEMARK #T95000001180, COMPUSAVE, FILED 09/26/95, MIAMI LAKES, FL

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 098A00014590

Savage-Gaston,
Hogan — Hargrove, P.A.

Joyce Savage-Gaston
Jeffrey D. Hogan*
Charles D. Hargrove**

* Also admitted in Connecticut

** Also admitted in the
District of Columbia

March 30, 1998

VIA CERTIFIED MAIL (Z 179 046 585)

Sandra Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation Documents of **COMPUSAVE MICROSYSTEMS, INC.**

Dear Ms. Mortham:

Please find enclosed the following documents regarding the corporate formation of the of the above-referenced for-profit corporation:

1. An original and copy of the Articles of Incorporation;
2. A Certificate of Designation of Registered Agent/Registered Office; and,
3. A copy of letter number 098A00014590 from your office advising that the original documents filed had a name (Compusave, Inc.) that is unavailable in the State of Florida.

801
North
Magnolia
Avenue

Suite 402

Orlando, Florida
32803-3851

Telephone
407-648-8882

Fax
407-872-5755

Please send any communications regarding the above-referenced matter to the undersigned.

Very truly yours,

CHARLES D. HARGROVE, ESQ.

Charles D. Hargrove

CDH/mab
Enclosures

ARTICLES OF INCORPORATION
OF
COMPUSAVE MICROSYSTEMS, INC.

The undersigned incorporator is forming a for-profit corporation in accordance with Chapter 607 of the Florida Statutes and adopts the following articles of corporation.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is COMPUSAVE MICROSYSTEMS, INC.

ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is Vanguard South, 73 West Colonial Dr., Orlando, FL 32801. The name of the initial registered agent of the corporation is Charles D. Hargrove, Esq., of the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., located at 801 N. Magnolia Avenue, Ste. 402, Orlando, Florida 32803-3851.

ARTICLE III
DURATION

The period of the corporation's duration shall be perpetual or until dissolved pursuant Chapter 607 of the Florida Statutes.

ARTICLE IV
PURPOSE

This corporation is organized for the following purposes:

A. To engage in the business of the installation, sale and/or repair of computer systems, software, hardware and related peripherals including, but not limited to, multimedia systems and computer hardware and software maintenance services.

B. To own property, enter contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

C. To operate as a for-profit business to exercise all rights and powers conferred by the laws of the State of Florida upon for-profit corporations, including without limiting the generality of the foregoing, to make contracts, incur liabilities, or transact any lawful business within and without the State of Florida.

**ARTICLE V
DIRECTORS**

The name and address of each initial Directors of the Corporation are as follows:

Jack A. Barnes, Vice President
232 Spring Round Circle
Longwood, FL 32779

Michael W. Smith, President and Treasurer
4516 Rosemore Drive
Orlando, FL 32810

**ARTICLE VI
OFFICERS**

The officers of the Corporation shall consist of a president, vice president, secretary, and treasurer. The name, address, and title of each initial Officer of the Corporation is as follows:

Jack A. Barnes, Vice President
232 Spring Round Circle
Longwood, FL 32779

Michael W. Smith, President and Treasurer
4516 Rosemore Drive
Orlando, FL 32810

**ARTICLE VII
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock and have a value of \$1 per share.

**ARTICLE VIII
CORPORATE POWERS**

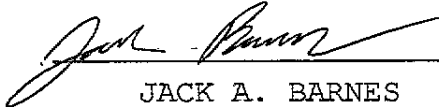
The corporation shall have all the rights and powers now or subsequently conferred on for-profit corporations by the laws of the State of Florida.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these articles of incorporation as an incorporator is:

<u>Name</u>	<u>Address</u>
Jack A. Barnes	232 Spring Round Circle Longwood, FL 32779

The undersigned incorporator of this corporation, has executed these articles of incorporation at the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., 801 N. Magnolia Avenue, Ste.402, Orlando, Florida 32803-3851, on this 27th day of February, 1998.


JACK A. BARNES

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned professional service corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the professional service corporation is:

COMPUSAVE MICROSYSTEMS, INC.

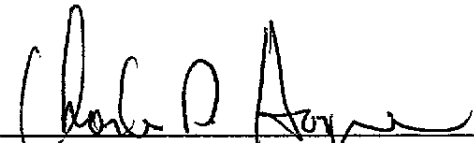
2. The name and address of the registered agent and office is:

CHARLES D. HARGROVE, ESQ.
SAVAGE-GASTON, HOGAN & HARGROVE, P.A.
801 N. MAGNOLIA AVENUE, STE. 402
ORLANDO, FLORIDA 32803-3851

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACED 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.

DATE: February 28, 1998.

SIGNATURE:


Charles D. Hargrove, Esquire

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TALLAHASSEE, FLORIDA