

LONG ALDRIDGE  
& NORMAN  
ATTORNEYS AT LAW

F96000000598

Writer's rect D  
(404) 7-4196

January 22, 1996

Via Courier

Florida Secretary of State  
Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

700001715157  
-02/15/96--01010--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: U.S. Computer of North America, Inc. (the "Company")

Dear Sir or Madam:

Enclosed for filing in your office are the following:

1. One original executed by the Company and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") and accompanying Transmittal Letter;
2. One original Certificate of Good Standing for the Company from the State of Delaware; and
3. A check in the amount of \$78.75 cover the registration fee of \$70 and the \$8.75 fee for a Certificate of Status for the Company.

FILED  
96 JAN 30 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING 70  
F. AGENT         
CERT. COST         
CUS 8.75  
OVERPAYMENT         
TOTAL 78.75

*Cops of  
Affidavit +  
Releasing name  
attached*

*New  
Foreign  
Sp*

*2/6*

ONE PEACHTREE CENTER  
303 PEACHTREE STREET • SUITE 5300 • ATLANTA, GEORGIA 30308  
404 527-4000 • FACSIMILE 404 527-4198

WASHINGTON, D.C. OFFICE:  
701 PENNSYLVANIA AVENUE, N.W. • SUITE 800 • WASHINGTON, D.C. 20004  
202 624-1200 • FACSIMILE 202 624-1298

SI-2099281

Florida Secretary of State

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January 22, 1996

This filing shall take place immediately after the filing by U.S. Computer of North America, Inc., a Florida corporation, of its articles of dissolution and authorization for the Company immediately to use the name "U.S. Computer of North America, Inc." in the State of Florida. Please contact me immediately if there are any problems with this filing. Kindly return to my attention (1) a stamped copy of the Application and (2) the Certificate of Status.

Yours very truly,



Virginia A. Johnson

For LONG, ALDRIDGE & NORMAN LLP

cc: Larry G. Ayers  
Nikki Nedbor  
Leonard A. Silverstein

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: U.S. Computer of North America, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Virginia A. Johnson  
(Name of Person)

Long, Aldridge & Norman  
(Firm/Company)

303 Peachtree Street, Suite 5300  
(Address)

Atlanta, Georgia 30308  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Virginia A. Johnson  
(Name of Person)

at ( 404 ) 527-4196  
(Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**AFFIDAVIT OF U.S. COMPUTER OF  
NORTH AMERICA, INC. TO ALLOW IMMEDIATE  
ASSUMPTION AND USE OF CORPORATE NAME**

**FILED**

STATE OF FLORIDA                    )  
                                          ) SS:  
COUNTY OF DADE                    )

96 JAN 30 AM 11: 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BEFORE ME**, the undersigned authority, personally appeared David Steiner, who, upon being by me first duly sworn, deposes and says as follows:

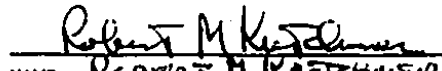
1. This Affidavit is based upon Affiant's personal knowledge.
2. Affiant is the President of U.S. Computer of North America, Inc., a Florida corporation ("Corporation").
3. U.S. Computer of North America, Inc. is filing concurrently herewith its Articles of Dissolution , which Articles of Dissolution have not and will not be revoked.
4. The Corporation hereby authorizes the immediate assumption and use of the name "U.S. Computer of North America, Inc." by U.S. Computer of North America, Inc., a Delaware corporation.

**FURTHER AFFIANT SAYETH NOT.**

  
\_\_\_\_\_  
David Steiner

STATE OF FLORIDA                    )  
                                          ) SS:  
COUNTY OF DADE                    )

**SWORN TO** and subscribed before me this 25 day of January, 1996, by David Steiner, individually and as President of U.S. Computer of North America, Inc., a Florida corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NAME: ROBERT M. KRETZIMER  
Notary Public  
Commission No. \_\_\_\_\_  
Commission Expires \_\_\_\_\_

<b>OFFICIAL NOTARY SEAL</b> ROBERT M. KRETZIMER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC350439 MY COMMISSION EXP. FEB. 10, 1998
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02686.N/11  
(03/29/93)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. U.S. Computer of North America, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware  
(State or country under the law of which it is incorporated)

3. \_\_\_\_\_  
(FBI number, if applicable)

4. 1/17/96  
(Date of Incorporation)

5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. Anticipated 2/1/96  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.155, F.S.))

7. 4916 North Royal Atlanta Drive

Atlanta, Georgia 30085  
(Current mailing address)

8. Wholesale distribution and other lawful purposes  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301  
(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Rachel Searcy  
(Registered agent's signature)

Asst Vice President.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED  
JAN 30 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Gerald Diamond

Address: 4916 North Royal Atlanta Drive, Atlanta, Georgia 30085

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Ray D. Risnor

Address: 4916 North Royal Atlanta Drive, Atlanta, Georgia 30085

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: Ray D. Risnor

Address: 4916 North Royal Atlanta Drive, Atlanta, Georgia 30085

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Larry G. Ayers

Address: 4916 North Royal Atlanta Drive, Atlanta, Georgia 30085

Treasurer: Larry G. Ayers

Address: 4916 North Royal Atlanta Drive, Atlanta, Georgia 30085

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Larry G. Ayers SECRETARY  
Vice-President Finance, SECRETARY

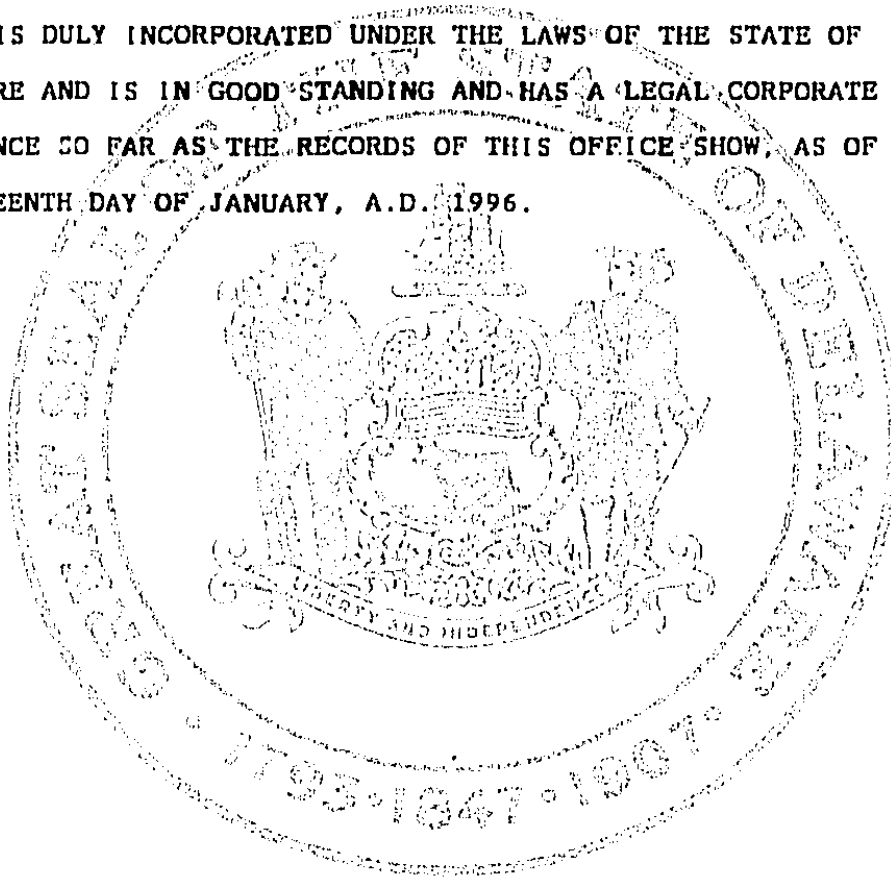
14. Larry G. Ayers

(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. COMPUTER OF NORTH AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JANUARY, A.D. 1996.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7791714

01-17-96

2581093 8300

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