

LAW OFFICE
PEACOCK & GAFFNEY
PROFESSIONAL ASSOCIATION
2348 SUNSET POINT ROAD
CLEARWATER, FLORIDA 33765

RAY PEACOCK
PATRICK F. GAFFNEY +
PEGGY BURKE BEVILLE

August 25, 1998

(813) 796-7774
FAX (813) 797-6317

+ BOARD CERTIFIED
MARITAL & FAMILY LAWYER

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6317
Tallahassee, FL. 32314

Re: Affinity Memory & Micro, Inc.

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-08/27/98--01054--015
***131.25 ***131.25

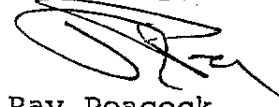
Dear Sir:

Enclosed you will find the following:

1. Transmittal Letter
2. Application by Foreign Corporation for Authorization to Transact Business in Florida
3. Certificate of Existence from the State of Virginia
4. The check in the amount of \$131.25 for the registration fee of \$70.00, Certificate of Status \$8.75, and certified copy \$52.50.

If you have any questions, or need anything further, please contact the undersigned.

Sincerely,


Ray Peacock

RP/jm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AFFINITY MEMORY & MICRO, 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:

MICHAEL A. TRUSIAK.
(Name of Person)

AFFINITY MEMORY & MICRO, INC.
(Firm/Company)

15950 BAY VISTA DRIVE SUITE 270
(Address)

CLEARWATER, FLA. 33760.
(City/State/Zip)

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

Ray Peacock, Esq., at (727) 796-7774
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

**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. AFFINITY MEMORY & MICRO, 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. Virginia
(State or country under the law of which it is incorporated)

3. 54-1887986
(FEI number, if applicable)

4. 3/18/98
(Date of incorporation)

5. NONE
(Duration: Year corp. will cease to exist or "perpetual")

6. 9/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 23035 Douglas Ct., Suite 124
Dulles, VA 20166
(Current mailing address)

8. SALE OF COMPUTER PARTS.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: MICHAEL A. TRUSIAK.

Office Address: 15950 BAY VISTA DR Suite 270
CLEARWATER., Florida, 33760
(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.

Michael A. Trusiah
(Registered agent's signature)

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.

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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: MICHAEL A. TRUSIAK.

Address: 122 SULGRAVE COURT.
STERLING, VA. 20165.

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: MICHAEL A. TRUSIAK.

Address: 122 SULGRAVE COURT.
STERLING VA. 20165.

Vice President: JOANNE CROMPTON

Address: 6047 BAHIA DEL MAR BLVD #265.
ST. PETERSBURG, FLA. 33715.

Secretary: MARIA RUEMAN.

Address: ROUTE 3 BOX 195A
DAYTON, VA 22821

Treasurer: MICHAEL A. TRUSIAK.

Address: 122 SULGRAVE COURT.
STERLING, VA. 20165.

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

13. Michael A. Trusiak

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

14. MICHAEL A. TRUSIAK. PRESIDENT

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

AFFINITY MEMORY & MICRO, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is March 18, 1998.

Nothing more is hereby certified.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Signed and Sealed at Richmond
on this Date: August 14, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission