

Document Number

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

F99000005951

400003012654--0
-10/12/99--01045--009
*****70.00 *****70.00

CORPORATION(S) NAME

Arlington Industries, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

10/12/99

FILE SECOND

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT 12 PM 12:05

RECEIVED

FILED
DIVISION OF CORPORATIONS
99 OCT 12 PM 12:59

FILED
DIVISION OF CORPORATIONS
99 OCT 12 PM 1:01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 12, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ARLINGTON INDUSTRIES, INC.
Ref. Number: W99000023510

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 12 12:59 PM '99

We have received your document for ARLINGTON INDUSTRIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This corporation -- ARLINGTON INDUSTRIES, INC. -- seems to be aware of the fact that its name is NOT AVAILABLE in Florida. And the name ARLINGTON SALES, INC. will serve as an alternate name.

HOWEVER, we must ask that you please complete and sign a RESOLUTION OF THE BOARD OF DIRECTORS ADOPTING THE ALTERNATE NAME FOR USE IN FLORIDA.

You may use the form we have attached.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 899A00049308

Please Back-date

[Handwritten signature]

RECEIVED
59 NOV 16 PM 2:08
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

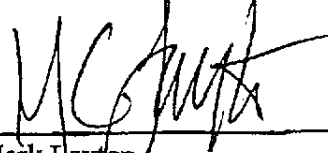
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Mark Layton, do hereby certify that this Resolution of the Board of Directors of Arlington Industries, Inc., duly organized and existing under the laws of the State of Delaware, was duly adopted.

Resolved, that Arlington Industries, Inc. organized and existing in the State of Delaware hereby adopts the name Arlington Sales, Inc. for use in Florida.

Date: November 8, 1999

SOLE DIRECTOR:



Mark Layton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 12 PM 1:01

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 12 PM 1:01

1. Arlington Industries, Inc.

2. Delaware

3. 75-2840215

4. August 24, 1999

5. Perpetual

6. Upon approval of application.

7. 500 North Central Expressway

Plano, Texas 75054

8. Distribution and sale of computer-related products.

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida, 33324

10. Registered agent's acceptance:

Connie Brey

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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: Mark Layton

Address: 500 North Central Expressway

Plano, Texas 75054

Vice Chairman: _____

Address: _____

Director: Mark Layton

Address: (same as above)

Director: _____

Address: _____

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

President: Mark Layton

Address: 500 North Central Expressway

Plano, Texas 75054

Vice President: John D. Kearney, Sr.

Address: (same as above)

Secretary: Harvey Achartz

Address: (same as above)

Treasurer: _____

Address: _____

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

13. John D. Kearney, Sr.

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

14. John D. Kearney, Sr., Vice President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 12 PM 1:01
99

State of Delaware
Office of the Secretary of State

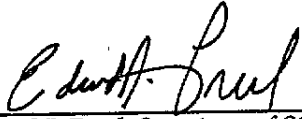
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARLINGTON INDUSTRIES, 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 ELEVENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 12 PM 1:01





Edward J. Freel, Secretary of State

3087343 8300

991428220

AUTHENTICATION: 0018624

DATE: 10-11-99