

DATE 9/16/96

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: Compute 'R' Kids INC.
(NAME OF CORPORATION)

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH A
COPY OF SAID ARTICLES FOR Compute 'R' Kids, Inc.
(NAME OF CORPORATION)

OUR CHECK IN THE AMOUNT OF \$122.50 INCLUDES THE FOLLOWING:

FILING FEE

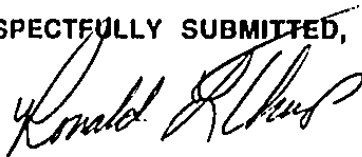
CHARTER TAX

REGISTERED AGENT

CERTIFIED COPY

TOTAL \$ 122.50

RESPECTFULLY SUBMITTED,



Ronald L. Thorp
INDIVIDUAL'S NAME

Compute 'R' Kids, Inc.
NAME OF CORPORATION

500001952265
-09/20/96--01008--001
****122.50 ****122.50

SEP 20 1996

BSB

FILED
96 SEP 26 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

626
W96-19843



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 20, 1996

RONALD L. THORP
263 S.W. 3RD TERRACE
DANIA, FL 33004

SUBJECT: COMPUTE 'R' KIDS, INC.
Ref. Number: W96000019843

We have received your document for COMPUTE 'R' KIDS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00043462

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

Compute 'R' Kids, Inc.

and the initial principal address of the corporation is:

263 SW 3rd Terrace, Dania, Fl 33004

ARTICLE II

The period of the duration of this corporation is Perpetual

unless dissolved according to law. Corporate existence shall commence upon filing with the Sec. of State

ARTICLE III

The purpose or purposes for which the corporation is organized are:

To supply computers to children who can not otherwise afford them
via grants, loans, and donations.

ARTICLE IV

The qualifications for members and the manner of their admission are:

to be provided in the bylaws along with the the Directors.

ARTICLE V

The street address and city of the initial registered office of the corporation is 263 SW 3rd Terr. Dania.

and the name of its initial registered agent at such address is Ronald L. Thorp

INSTRUCTIONS

Article I: The name of the corporation must include a corporate suffix such as Corporation, Corp., Incorporated, Inc. "Company" may not be used as a corporate suffix by a not-for-profit corporation. A preliminary search for name availability may be obtained by calling (804) 488-9200. Please indicate the principal address of the corporation at the time of incorporation.

Article II: If the existence of the corporation is to be perpetual, please insert the word "perpetual." If the existence is for a period of time other than perpetual, please insert the term of duration. If corporate existence shall commence with filing, please insert "filing with the Secretary of State." If the effective date is to be different from the filing date, please insert the effective date. The effective date may be the date of subscription and acknowledgment (notarization), provided that the articles of incorporation are filed with the Department of State within five (5) days, exclusive of legal holidays, after this date. The effective date may also be subsequent to, but not more than ninety (90) days after, the date of filing with the Department of State.

Article III: Please specify exactly the purpose or purposes for which the corporation is organized.

Article IV: If the provision for qualification of members and the manner of their admission is to be provided for in the bylaws, please state. If it is to be provided for in the Articles of Incorporation, please indicate the qualifications of members and the manner of their admission.

Article V: Pursuant to the requirements of Chapter 607.034, Florida Statutes, every corporation is required to have, and continuously maintain in this state, a registered office and registered agent upon whom process may be served. The registered office must be a Florida street address and may be, but need not be, the same as the business office of the corporation. The registered agent may be an individual whose business address is identical with the registered office. The registered agent may also be a domestic corporation or foreign corporation authorized to transact business in Florida whose business address is identical with the registered office. The registered agent must sign in the space provided accepting the designation as registered agent.

Article VI: The initial board of directors must consist of at least three (3) members and may be designated as a board of trustees, managers or directors. Please specify which designation the initial board will use. Indicate the name and address of each member of the initial board. Attach additional sheets if necessary.

Article VIII: Section 501(c)3 of the Internal Revenue Code provides for the tax exemption of charitable corporations. Please contact the Internal Revenue Service for further information on Section 501(c)3.

(If this is NOT a charitable corporation, cross this article out.)

(Continued, next page)

ARTICLE VI

The number of the members constituting the initial Board of Directors of the corporation is Three (3), and the names and addresses of the persons who are to serve as the initial directors are:
(NOT LESS THAN 3)

NAME

ADDRESS

Ronald L. Thorp
Gail S. Thorp
Kevin S. Thorp

263 SW 3rd Terrace, Dania, FL 33004
RR1 Box 414, Maple Hill Dr. Millbrook, NY 12545
1016 Brixton Ct. Apt C, Stirling, VA 20164

ARTICLE VII

This corporation is organized under a non-stock basis.

ARTICLE VIII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose.

ARTICLE IX

The name and address of each incorporator is:

NAME

ADDRESS

Ronald. L. Thorp

263 SW 3rd Terrace, Dania, FL 33004

Article IX: List the name and address of each incorporator. Only one incorporator is required. All incorporators must sign the articles of incorporation and one incorporator's signature must be notarized.

The filing fee is:

Which includes: Filing fee, Designation of registered agent, and Certified copy
(Fees pursuant to Section 617.015, Florida Statutes)

Please forward completed articles to:

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Telephone: (904) 488-9020

NOTE: THIS FORM FOR FILING ARTICLES OF INCORPORATION IS BASIC. EACH CORPORATION IS A SEPARATE ENTITY AND AS SUCH HAS SPECIFIC GOALS, NEEDS AND REQUIREMENTS. ADDITIONAL SHEETS MAY BE ATTACHED AS REQUIRED.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Dated the 16th day of September, 1996.

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this corporation have executed these Articles of Incorporation.

Signature(s) of Incorporator(s)

Ronald E. Thompson

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Ronald E. Thompson
REGISTERED AGENT

FILED
96 SEP 26 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA