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Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

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-12/29/99--01046--001

****122.50 *****78.75



AFFORDABLE COMPUTER SUPPLY
MARKETPLACE
300 PORTOFINO DR.
PUNTA GORDA FL 33950

Gentlemen:

Enclosed are two copies of the Articles of Incorporation of
which are being submitted to your office for
incorporating a corporation for profit.

A check in the amount of \$122.50 (Filing Fees - \$35.00, Certificate
of Resident Agent - \$35.00, and Certified Copy of Corporate Charter
- \$52.50) is included for incorporation fees.

I will appreciate your filing these Articles of Incorporation in
the office of the Secretary of State.

Sincerely,

Carol S. Heeter

Enclosures: 3

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99 DEC 29 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FILED
99 DEC 29 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Affordable Computer Supply Marketplace,
Inc.*

Article I. Name

The name of this corporation is

*Affordable Computer Supply Marketplace,
Inc.*

Article II. Duration

This corporation shall exist perpetually.

Article III. Purpose

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV. Capital Stock

This corporation is authorized to issue Fifteen Thousand (15,000) shares of Fifty Cent (\$0.50) par value common stock, which shall be designated "Common Shares".

Article V. Voting Rights

Except as otherwise provided by law, the entire voting power for election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII. Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: *300 Portofino Dr. Punta Gorda* and the name of the initial registered agent at that address is: *Carol S. Heeter*

I accept the duties and responsibilities of registered agent for said corporation.

Article VIII. Initial Board of Directors

This corporation shall have *1* directors. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than One (1).

Article IX. Incorporators

The names and addresses of the persons signing these articles are:

Carol S. Heeter
300 Portofino Dr.
Punta Gorda Fl 33950

Article X. By Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI. Restrictions of Transfer of Stock

Shares of Capital Stock of this Corporation shall be issued initially to the following in the amount set opposite their names:

Carol S. Heeter

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which shares may be offered and sold shall be further specified in writing among all of the shareholders and this corporation.

Article XII. Amendment

This Corporation Reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of December, 1999.

Carol S. Heeter
Incorporator/Registered Agent

State of Florida
County of Charlotte

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared CAROL S. Heeter, and known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 24 day of December, 1999.

[Signature] (SEAL)
Notary Public

My Commission Expires:

