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LAW OFFICE OF  
MARC S. STEINBERG, P.A.  
1980 North Atlantic Avenue  
Suite 405  
Cocoa Beach, Florida 32931  
(321) 784-4500  
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Also Admitted in New Jersey

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-05/15/00--01162--011  
\*\*\*122.50 \*\*\*78.75

May 12, 2000

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: HTS Computers, Inc.

Dear Sir:

Enclosed for filing please find the following:

1. Articles of Incorporation;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Check in the amount of \$122.50, payable to the Florida Secretary of State, for the filing fees.

After the documents have been filed, please forward your certificate to the undersigned.

Very truly yours,



Marc S. Steinberg

MSS:cks  
Enclosures  
cc: Mr. Larry E. Hendersin  
(with enclosures)

FILED  
00 MAY 15 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

HTS COMPUTERS, INC.

FILED  
00 MAY 15 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is HTS Computers, Inc.

ARTICLE II

This corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock. The initial issue of the capital stock of the corporation shall be 100 shares for cash at a value of \$1.00 per share.

#### ARTICLE V

The street address of the principal office of this corporation shall be 400 West Cocoa Beach Causeway, Suite 3, Cocoa Beach, FL 32931.

#### ARTICLE VI

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Larry E. Hendersin  
400 West Cocoa Beach Causeway, Suite 3  
Cocoa Beach, FL 32931.

#### ARTICLE VII

This corporation shall have one (1) director initially. 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 VIII

The name and address of the initial director of this corporation, who shall serve as director until the first annual

meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Larry E. Hendersin  
400 West Cocoa Beach Causeway, Suite 3  
Cocoa Beach, FL 32931.

#### ARTICLE IX

The name and address of the person signing these Articles of Incorporation as the incorporator is:

Larry E. Hendersin  
400 West Cocoa Beach Causeway, Suite 3  
Cocoa Beach, FL 32931.

#### ARTICLE X


The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a unanimous vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Cocoa Beach, Florida, on this 10th day of May, 2000.

  
Larry E. Hendersin,  
Incorporator

STATE OF FLORIDA :  
COUNTY OF Brevard :

The foregoing instrument was acknowledged before me this  
10th day of May, 2000, by Larry E. Hendersin who is ( ) personally  
known to me or (X) who has produced FLDL# H536-525-52-300  
as identification.

  
Notary Public, State of Florida  
at Large  
Print Name: Jodi M. Rogers  
Commission No. CC 605133  
My Commission Expires: 1/10/01  
(Seal)



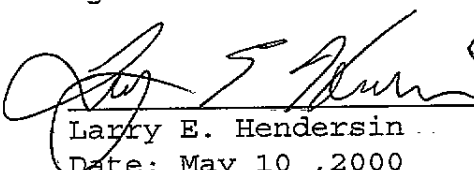
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
00 MAY 15 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HTS COMPUTERS, INC..
2. The name and address of the registered agent and office is:  
Larry E. Hendersin, 400 West Cocoa Beach Causeway, Suite 3,  
Cocoa Beach, FL 32931

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

  
Larry E. Hendersin  
Date: May 10 ,2000

STATE OF FLORIDA :  
COUNTY OF Brevard :

The foregoing instrument was acknowledged before me this 10th day of May, 2000, by Larry E. Hendersin, who is ( ) personally known to me or (X) who has produced

FL DL#

H 536-525-52-300 as identification..

Jodi m. Rogers  
Notary Public, State of Florida  
at Large  
Print Name: Jodi m. Rogers  
Commission No. CC605133  
My Commission Expires: 1/10/01  
(Seal)



JODI M. ROGERS  
COMMISSION # CC605133  
EXPIRES JAN 10, 2001  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.