

P00000055348  
TRANSMITTAL LETTER

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

FILED  
00 MAY 30 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Complete Computer Care of South Fla., INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003270927--4  
-05/31/00--01002--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: RAUL H. MORALES  
Name (Printed or typed)

18023 SW 152 PLACE  
Address

MIAMI FL 33187  
City, State & Zip

~~305-324-0348~~ 305-324-0348  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

6-8  
HAC

**ARTICLES OF INCORPORATION  
OF  
COMPLETE COMPUTER CARE  
OF SOUTH FLA. , INC.**

FILED  
00 MAY 30 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract and hereby form a Corporation for profit under Chapter 608 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the corporation is  
**COMPLETE COMPUTER CARE OF SOUTH FLA., INC.,**  
(hereinafter, "Corporation").

**ARTICLE 2 - PRINCIPLE OFFICE**

The address of the principle office of this Corporation is 18023  
S.W. 152 Place, Miami, Florida 33187.

**ARTICLE 3 - PURPOSE OF CORPORATION**

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

**ARTICLE 4 - CORPORATE CAPITALIZATION**

4.1 The maximum number of shares that the Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (1.00)**.

4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Raul H. Morales
Vice-President:	Edith L. Morales
Secretary:	Edith L. Morales
Treasurer:	Raul H. Morales

#### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of this Corporation is 18023 S.W. 152 Place Miami, Florida 33187. The name of the registered agent of this Corporation is Edith L. Morales.

#### **ARTICLE 7 - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Raul H. Morales  
18023 S.W. 152 Place  
Miami, Florida 33187

## ARTICALE 8 - DIRECTOR(S)

The director(s) of the Corporation shall be:

Raul H. Morales  
Edith L. Morales

## ARTICALE 9 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.1 The shareholders of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

9.2 After this Corporation has elected to be an S Corporation, none of the shareholders of the Corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or otherwise disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this Certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

## ARTICALE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of incorporation.

ARTICLE 11 - TERM OF EXISTANCE

This Corporation shall have a perpetual existence.

ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or otherwise claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

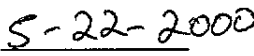
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Edith Morales  
Signature/ Registered Agent

  
Date

  
Raul H. Morales  
Signature/ Incorporator

  
Date

FILED  
00 MAY 30 PM 2: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA