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TO WHOM IT MAY CONCERN:

PLEASE FORWARD ME ALL INFORMATION CONCERNING
COMPUTER PALACE, INC.

MARK J. HOLLANDER
9700 SOUTH DIXIE HWY, SUITE 900
MIAMI, FLORIDA 33133
TELEPHONE NUMBER 305-670-9090
FAX NUMBER 305-670-9844

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00 JUL 26 AM 6:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
COMPUTER PALACE, INC.

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TALLAHASSEE, FLORIDA

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

COMPUTER PALACE, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

10700 SW 188th Street
Miami, Florida 33157

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

Prepared by
Mark Hollander
9700 South Dixie Highway, Suite 900
Miami, Florida 33156
(305) 670-9090

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows:

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	1,000	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

Ten Dollars	(\$10.00)
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ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time, as provided by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Miguel Lucas
10700 SW 188th Street
Miami, Florida 33157

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successor is chosen, shall be:

Miguel Lucas
10700 SW 188th Street
Miami, Florida 33157

President

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

Mark J. Hollander
9700 South Dixie Highway, Suite 900
Miami, Fl 33156

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 20th. day of July 2000, and do declare it to be true and correct.

Miguel Lucas
10700 SW 188th Street
Miami, Florida 33157

x Miguel Lucas

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 20th. day of July 2000 before me, a notary public, personally appeared Miguel Lucas who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 20th. day of July 2000.

Lisa Williams

Notary Public

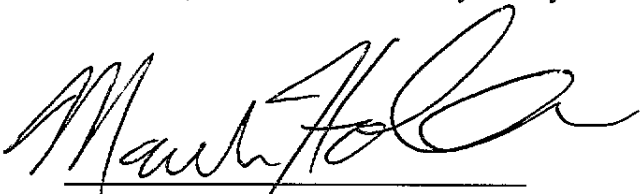


Lisa Williams
My Commission CC767141
Expires August 13, 2002

My commission expires

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Mark J Hollander, a natural person with an address of 9700 South Dixie Highway, Suite 900, Miami, Fl 33156, do hereby accept the appointment of Registered Agent of COMPUTER PALACE, INC. on this 20th. day of July 2000.



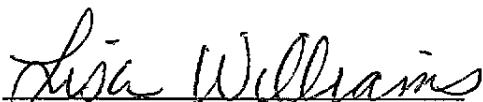
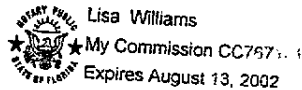
Mark J Hollander
9700 South Dixie Highway, Suite 900
Miami, Fl 33156

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

COUNTY OF DADE)
) SS :
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 20th. day of July 2000 before me, a notary public, personally appeared Mark J. Hollander, who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 20th. day of July 2000.


Notary Public

My commission expires