Phone #	(Document #)
4(Corporation Name)  Walk in Pick up time  Mail out Will wait	(Document #)  Certified Copy  Photocopy  Certificate of Status
NEW FILINGS  Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS  -12/29/0001049008  ******70.00 ******70.00  Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS  Annual Report Fictitious Name	Dissolution/Withdrawal Merger  REGISTRATION/QUALIFICATION  Foreign Limited Partnership Reinstatement Trademark Other
CR2E031(7/97)	Examiner's Initials

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# ARTICLES OF INCORPORATION

OF

## THE PC DOCTOR SOUTHEAST, INC.

The undersigned, acting as incorporator of The PC Doctor Southeast, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

## ARTICLE I. NAME AND ADDRESS

The name of the corporation is:

THE PC DOCTOR SOUTHEAST, INC.

The address of the initial principal office of the corporation is:

1660-5 North Monroe Street Tallahassee, Florida 32303

#### ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

### ARTICLE III. PURPOSE

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

(a) To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

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#### ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

# ARTICLE V. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1660-5 North Monroe Street, Tallahassee, Florida 32303, and the name of the corporation's initial registered agent at that address is Andrew W. McRory.

## ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	Address
Andrew W. McRory	1660-5 North Monroe Street Tallahassee, Florida 32303
Katherine R. McRory	1660-5 North Monroe Street Tallahassee, Florida 32303

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name		-	Address
Andrew W.	McRory		1660-5 North Monroe Street Tallahassee, Florida 32303

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The incorporator of the corporation assigns to this corporation his rights under Florida Statutes to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

# ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors. The initial bylaws shall be adopted by a majority of the initial board of directors identified here.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of December, 2000.

Andrew W. McRory

# STATE OF FLORIDA COUNTY OF LEON

The foregoing instrument was acknowledged before me this 29 day of December, 2000 by Andrew W. McRory, who (\_) is personally known to me (X) has produced <u>FCA. Developed access</u> tas identification.

Printed/typed Name: Text D. CHOCCA,
Notary Public-State of Florida
Commission Number: CC \$54031

Teri D. Choulat
MY COMMISSION # CC854031 EXPIRES
July 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

SEORICES PHOSOGO Pursuant to the provisions of Section 607.0501, Flo Statutes, the undersigned corporation, organized under the laws the State of Florida, submits the following statement designating the Registered Office/Registered Agent in the State of Florida.

The name of the Corporation is:

THE PC DOCTOR SOUTHEAST, INC.

The name and address of the Registered Agent is:

Andrew W. McRory 1660-5 North Monroe Street Tallahassee, Florida 32303

Dated this 29 of December, 2000.

THE PC DOCTOR SOUTHEAST, INC.

By:

Andrew W. McRory

As President

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.

Dated this 29 day of December, 2000.

Andrew W. McRory