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**FLORIDA PROFIT CORPORATION OR P.A.**

**service master computer, inc.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 20, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SERVICE MASTER COMPUTER, INC.  
REF: W05000002986

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SERVICE MASTER COMPUTER, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Charter 607 of the Florida Statutes, hereby adopt(s) the Following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: SERVICE MASTER COMPUTER, INC.

ARTICLE II

This corporation shall have perpetual existence and may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

- A) The purpose for which this corporation is organized is to develop, assemble, import, export, lease, acquire, invest in, hold, use, install, handle, maintain, service, sell, distribute, trade and deal, as principal, agent or on commission, all computing software and electronic equipment and components and supplies.
- B) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description.
- C) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states, districts, territories, countries or colonies.
- D) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporates indebtedness as required.

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- E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- F) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest created or issued by any corporation, joint stock companies syndicates, associations, firms trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any all acts and things necessary and advisable for the preservation, protection, improvement and enhancement in value thereof.
- G) In general, to carry on any other business in connection with the foregoing and to have and to exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all thing herein above set forth to the same extent as natural persons might or could do.

### ARTICLE III

The maximum number of shares of stock, which the corporation shall have outstanding at any time, shall be 1000 shares, common stock one (1) dollar per value

All or any part of the capital stock may be paid for in either lawful monies of the United States of America or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

This corporation shall begin business with a capital in the amount of ONE THOUSAND DOLLARS ( US\$ 1.000)

#### ARTICLE FOUR

The principal office of the corporation shall be located at:

135 SW 22 AV MIAMI FL 33135

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

#### ARTICLE FIVE

This corporation shall have 3 director (s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1), not more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or Officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or hers having heretofore or hereafter been a director or officer of this corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him or her in connection with any such claim or liability provided that no person shall be indemnified against, or

be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled nor shall anything contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were no such director or officer of such other corporation or not so interested.

#### ARTICLE SIX

The names and post office addresses of the members of the First Board of Directors and Officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

### BOARD OF DIRECTORS

PRESIDENT: MIGUEL DIMAS, PRATO V. 135 SW 22 AV  
MIAMI FL 33135

DIRECTOR: MIGUEL DAVID, PRATO R. 135 SW 22 AV  
MIAMI FL 33135

DIRECTOR: REINALDO JOSE, PRATO R. 135 SW 22 AV  
MIAMI FL 33135

### OFFICERS

PRESIDENT: MIGUEL DIMAS, PRATO V: 135 SW 22 AV  
MIAMI FL 33135

### ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these  
Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT: MIGUEL DIMAS, PRATO V	135 SW 22 AV MIAMI FL 33135
DIRECTOR: MIGUEL DAVID, PRATO R	135 SW 22 AV MIAMI FL 33135
DIRECTOR: REINALDO JOSE, PRATO R	135 SW 22 AV MIAMI FL 33135

#### ARTICLE EIGHT

This corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

#### ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE TEN

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director remove from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-law of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

#### ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.



## ARTICLE TWELVE

The registered Agent for services of process in the State of Florida, and its registered office shall be:

MIGUEL DIMAS, PRATO V  
135 SW 22 AV  
MIAMI FL 33135

## ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter or amend the by-laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the by-laws within its regular course or business.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporates have hereunto set their  
hands and affix their seals on this 18 day of January 2005

MIGUEL DIMAS, PRATO..V.

MIGUEL DAVID, PRATO R

REINALDO JOSE, PRATO R

The undersigned, having been named in the foregoing Articles of Incorporation of:

To accept service of process, hereby accepts such designation:

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

To me well known and known to me to be the persons described in, whom after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at  
Hialeah, said County and State, this 18 day of January 2005

ENNA DIEPPA  
Notary Public, State of Florida  
My Comm. Expires Sept. 28, 2002  
No DD254159

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