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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Consult - PC Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
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☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ ARTICLES ONLY

☐ Mail out ☐ Will wait

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☐ Certificate of Status

☐ ALL CHARTER DOCS

☐ CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

PL 31MS FEB 14 1995

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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UCC SERVICES**

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 13, 1995

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: CONSULT-PC, INC.  
Ref. Number: W95000003272

*Completed*

FILED  
FEB 14 1995  
TALLAHASSEE, FL

We have received your document for CONSULT-PC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims  
Corporate Specialist

Letter Number: 595A00006267

ARTICLES OF INCORPORATION OF  
CONSULT-PC, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is CONSULT-PC, INC.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is that date and time these articles are filed with the office of the Secretary of State of the State of Florida.

ARTICLE THREE

PURPOSE

The general purposes for which the corporation is organized are:

1. Retail sales, installation, upgrade and tutoring of computers, systems, and related services.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act and any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

FILED  
SECRETARY OF STATE  
FLORIDA  
JAN 14 1983

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE FOUR

##### CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 (one thousand). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00).

#### ARTICLE FIVE

##### REGISTERED OFFICE AND AGENT

The street address of the initial registered office/ <sup>and mailing address</sup> of the corporation is 111 Lake Place, Laguna Beach, Florida 32413 and the name of its initial registered agent is Theodore L. Nulle, 111 Lake Place, Laguna Beach, Florida 32413.

#### ARTICLE SIX

##### DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three. The name of each person who is to serve as a member of the initial board of directors is:

Theodore L. Nulle  
Gudrun T. Nulle  
Carla G. Thedford

#### ARTICLE SEVEN

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

#### ARTICLE EIGHT

##### INCORPORATORS

The name and address of each incorporator is:

Theodore L. Nulle    111 Lake Place  
Laguna Beach, FL 32413

#### ARTICLE NINE

##### PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock.

#### ARTICLE TEN

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE ELEVEN

##### RESTRICTIONS ON TRANSFER OF STOCK

Share of capital stock of this corporation shall be issued to the following persons and in the amounts set opposite their names:

Theodore L. Nulle	51 shares
Gudrun T. Nulle	24½ shares
Carla G. Thedford	24½ shares

## ARTICLE TWELVE

### CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE THIRTEEN

### CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

## ARTICLE FOURTEEN

### SHAREHOLDER QUORUM AND VOTING

Fifty one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

## ARTICLE FIFTEEN

### SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

## ARTICLE SIXTEEN

### MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation

shall be managed under the direction of the shareholders of this corporation.

#### ARTICLE SEVENTEEN

##### DIRECTOR QUORUM AND VOTING

A majority of directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors shall be the act of the Board of Directors.

#### ARTICLE EIGHTEEN

##### MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE NINETEEN

##### ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

#### ARTICLE TWENTY

##### INDEMNIFICATION

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TWENTY-ONE

AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provision set forth in the bylaws.

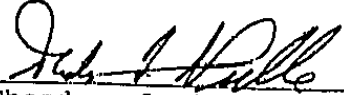
ARTICLE TWENTY-TWO

OFFICERS OF CORPORATION

The initial officers of the corporation are:

Theodore L. Nulle	President	111 Lake Place Laguna Beach, Florida 32413
Gudrun T. Nulle	Vice President	111 Lake Place Laguna Beach, Florida 32413
Carla G. Thedford	Secr'y/Treas	8511 Terrell Street Panama City Beach, Florida

Executed by the undersigned at Panama City, Florida on the  
9th day of February, 1995.

  
\_\_\_\_\_  
Theodore L. Nulle  
President

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared THEODORE L. NULLE, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.



IN WITNESS WHEREOF, I have herunto set my hand and affixed my  
seal in the State and County aforesaid on this 9th day of February, 1995.

Danita Jo Mantz  
NOTARY PUBLIC SIGNATURE

My Commission Expires:

Danita Jo Mantz  
PRINTED NOTARY SIGNATURE

Notary Public No.:

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST -- That CONSULT-PC, INC., to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Laguna Beach, State of Florida, has named THEODORE L. NULLE of 111 Lake Place, Laguna Beach, Florida, as its Agent to accept service of process within Florida.

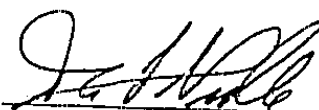
  
CORPORATE OFFICER

PRESIDENT

February 9, 1995  
DATE

FILED  
95 FEB 14 PM 3 33  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
REGISTERED AGENT

February 9, 1995  
DATE