



MICRO COMPUTER EXPERTS

PC Hardware/Software/Systems Consultants

P95000012570

February 9, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
FEB 10 1995
TALLAHASSEE, FL 32314

Re: Articles of Incorporation
Micro Computer Experts

Dear Sir:

Enclosed herein is an original and one copy of the Articles of Incorporation referenced above. Also enclosed is our check in the amount of \$122.50 covering the fees for same.

Please forward to the undersigned in the enclosed self-addressed envelope, one certified copy of the Articles of Incorporation.

If you have any questions, please do not hesitate to contact this office immediately.

Very truly yours,

Stephen D. Friedman
STEPHEN D. FRIEDMAN

dB 2/14/95

SDF:mf
enclosures

Stephen Friedman
AUTHORIZATION BY PHONE TO
CORPORATE *Corp. Suffix*
FEB 14 1995
ENCLOSURE *dB*

TALLAHASSEE, FL 32314

1995 FEB 10 11:20 AM

FILED

ARTICLES OF INCORPORATION
OF
MICRO COMPUTER EXPERTS, Inc.

FILED
1995 FEB 13 PM 2:00
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Micro Computer Experts, Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT, PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Howard S. Friedman, Esquire
116 Southeast Sixth Court
Fort Lauderdale, Florida 33301

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have 1 (1) Director initially.

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Stephen D. Friedman
2500 N.W. 80th Avenue
Margate, Florida 33063

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Stephen D. Friedman and his address is 2500 N.W. 80th Avenue, Margate, Florida 33063.

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employers or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS


This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February , 1995.


STEPHEN D. FRIEDMAN, Incorporator

STATE OF FLORIDA)
 SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 9 day of February, 1995, by Stephen D. Friedman, as Incorporator.



Notary Public
My Commission Expires:

(SEAL)



HOWARD S. FRIEDMAN
My Commission CC420772
Expires Nov. 15, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MICRO COMPUTER EXPERTS, ^{Inc.}_A a corporation existing under the laws of the State of Florida with its principal office and mailing address at: 2500 N.W. 80th Avenue, Margate, Florida 33063, has named Howard S. Friedman, Esq., whose address is 116 Southeast Sixth Court, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


HOWARD S. FRIEDMAN, ESQUIRE

FILED
1985 FEB 13 PM 2:00
TALLAHASSEE, FLORIDA