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OUCHTERSON, OUCHTERSON, PREWITT & SUNDHEIM, P.A.

310 SW OCEAN BOULEVARD

STUART, FLORIDA 34994

WM. A. OUCHTERSON
JOHN L. PREWITT
FREDERICK G. SUNDHEIM, JR.

(407) 287-0000

T. T. OUCHTERSON
(1904-1983)

FAX (407) 287-0422

March 20, 1995

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

RE: MEGABYTES OF THE TREASURE COAST, INC.

Dear Sirs:

I have enclosed herewith the Articles of Incorporation along with our check in the amount of \$122.50 to cover your filing fee for incorporating the above-captioned corporation.

Once the Articles have been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,


Frederick G. Sundheim, Jr.

FGS:sss
Encl.
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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
MEGABYTES OF THE TREASURE COAST, INC.

ARTICLE I. NAME

The name of this corporation shall be MEGABYTES OF THE TREASURE COAST, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are: To operate a computer, retail and wholesale business, selling and manufacturing computer hardware and software.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having of \$1.00 par value dollar per share.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered^{and principal} office of this corporation in the State of Florida is 1750 SE Salerno Road, Stuart, FL 34997. The name of the initial registered agent at such address is ALLEN ZEE LAUDERDALE.

ARTICLE VI. DIRECTORS

This corporation shall have 3 directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INCORPORATORS
INITIAL DIRECTORS

The names and street addresses of the subscribers of these Articles of Incorporation/members of the first Board of Directors are:

Name	Address	Office
Allen Zee Lauderdale	1750 SE Salerno Road Stuart, FL 34997	
Terry L. Pierce	2263 SE Meadowsbrook Stuart, FL 34997	
Dino P. Mauri	1825 SE Carlin Avenue Port St. Lucie, FL 34952	

ARTICLE VIII. BY-LAWS


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors/ Shareholders.

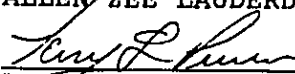
ARTICLE IX. AMENDMENTS

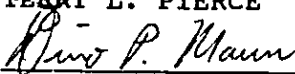
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

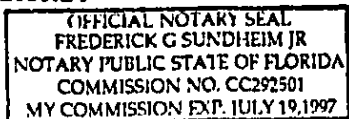

 ALLEN ZEE LAUDERDALE


 TERRY L. PIERCE


 DINO P. MAURI

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 20th
day of March, 1995, by ALLEN ZEE LAUDERDALE, TERRY L. PIERCE and
DINO P. MAURI.



Frederick G Sundheim Jr
Notary Public
My Commission Expires:

I, ALLEN ZEE LAUDERDALE, having been designated to act as
Registered Agent, hereby consent to act in that capacity until
removed or my resignation is submitted.

Allen Zee Lauderdale
ALLEN ZEE LAUDERDALE