P95000056697

TRANSMITTAL LETTER

SUBJECT: COMPUTER PRODUCTS & SYSTEMS RESEARCH, INC

(Proposed corporate name - must include suffix)

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$131.25 \$70.00 \$78.75 \$122.50 Filing Foo Filing Foo. Filing Foo Filing Fac Certified Copy & Certificate & Certified Copy & Certificate Additional Copy Required EFFECTIVE DATE EDGAR PASZ FROM: Name (printed or typed) 7248 N.W. 31 Address (305) 639-0093 Daytime Telephone number (305) 866-8136 70.00 F.F. 61.25 C.C

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

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COMPUTER PRODUCTS & SYSTEMS RESEARCH, THE.

EFFECTIVE DATE 7-20-95

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1

The name of the componation shall be: COMPUTER PRODUCTS & SYSTEMS RESEARCH, INC.

ARTICLE 11

The principal place of business and mailing address of this corporation shall be:

Principal office: 7248 N.W. 31 Street Miami, F1. 33122

Mailing Address : P.O. Box 52-6423

Miami, Fl. 33152-6423

ARTICLE III

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding at any one time is SIX HUNDRED (600) SHARES of common stock.

ARTICLE IV

The name and addres of the initial registered agent is:

Edgar Paez 7248 N.W. 31 street Miami, Florida 33122

ARTICLE V

INITIAL OFFICERS/DIRECTORS:

Edgar Pack 7248 N.W. 31 street Miami, Fl. 33122 President

Noison Conzator 7248 N.W. 31 street Miami, Fl. 33122 Vice President/Iroasumer

Gerardo Muncia 7248 N.W. 31 street Miami,Fl. 33122 Secretary

PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by said corporation shall be and is as follow:

- a) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.
- b) To export from and import into the United States and its territories and possessions, and any and all foreign countries, as principals or agents; merchandise of every kind and nature; and to purchase; sell and deal in and with merchandise of every kind or nature for exportation from and importation into the United States, and to and from all countries foreign thereto; and for exportation from and importation into a foreign country, and for any other country foreign thereto; and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets, and to do a general foreign and domestic exportation and importation business. At the beginning, the corporation shall emphasize in computer's parts and components, systems, software and telecomunications products.
- c) This corporation shall be entitled to recieve and pay commissions and all costs; and generally to exercies full power to perform any and all acts connected threrewith, or arising trerefrom or incidental trereto, and all acts proper or necessary for the purpose of the business.
- d) To purchase, hold and reissue any of the shares $\,$ of $\,$ its capital stock.
- e) The common stock will have a par value of \$1.00 per share. Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per

share, and there dall be no coundative votion. He does of common steel shall have no pro emptive rigins to be subscribed to the comporation's securities.

INITIAL CAPITAL

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The amount of capital with which this corporation shall begin business shall not be less than SIX BUNDRED (1 800.00) DOLLARS.

CORPORATE EXISTENCE

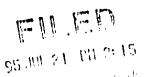
The corporation shall exist perpetually.

The date when the corporate existence of this corporation shall be July 20th, 1995.

The undersigned incorporator has executed these Articles of Incorporation this 20th day of July, 1995.

<u>Edgar Paez</u>

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE



PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:	COMPUTER PRODUCTS & SYSTEMS
	RESEARCH, INC

2. The name and address of the registered agent and office is:

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.

(SIGNAZUJE) 7-20-95 (DATE)