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City/Sta	Apopka, Florida 32712 te/Zip Phone #		Office Use Only
t.	N NAME(S) & DOCUME	ENT NUMBER(S), (if k	nown):
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# ARTICLES OF INCORPORATION OF COMPUTER MEDIA SPECIALIST, INC.

The undersigned forms a Corporation under the laws of the State of Florida

# ARTICLE I <u>NAME</u>

The name of this Corporation shall be: COMPUTER MEDIA SPECIALIST, INC.

## ARTICLE II POWERS AND AUTHORITY

The general nature of the business shall be the sale of computer products and management/consulting.

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

# ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and the street address of the initial registered office are:

Patricia C. LaVergne 2265 Park Village Place Apopka, Florida 32712 The principal office address shall be the same.

# ARTICLE IV STOCK

The capital stock of this Corporation shall consist of 10,000 shares of common stock with a par value of \$1.00.

### ARTICLE V NUMBER AND NAME OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The name and address of the initial director are:

Patricia C. LaVergne 2265 Park Village Place Apopka, Florida 32712

### ARTICLE VI **OFFICERS**

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The officers of the Corporation shall be elected by the Board of Directors of the Corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

### **ARTICLE VII** INITIAL SHAREHOLDER

The shareholders of this Corporation shall have a pre-emptive right to acquire unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares as issued by the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this <u>2444</u> day of January, 1996.

#### **ARTICLE VIII** ADDITIONAL POWERS

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto.

3. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

4. It shall not be necessary for any officer of the Corporation to be a Director, or for any officer to be a stockholder.

#### ARTICLE IX INDEMNIFICATION

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

## ARTICLE X INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation are Patricia C. LaVergne, 2265 Park Village Place, Apopka, Florida 32712.

IN EXECUTION HEREOF, I have hereunto set my hand and seal, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this <u>2444</u>, day of January, 1996. I hereby accept designation as registered agent.

Patricia C. LaVergne, Incorporator

STATE OF FLORIDA

COUNTY OF Seminale

Before me, the undersigned officer, personally appeared Patricia C. LaVergne, to be well known by me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official scal in the State and County last aforesaid this  $24^{40}_{-}$  day of January, 1996.

XALA K ( Notary Public

My commission expires:



8ARA L ALLAN My Commission CC332639 Explice Nov. 26, 1997 Bonded by ANB 800-852-5878