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LAW OFFICES OF
McLEAN & SCHECHT, P.A.

Neil S. Schecht*
Kevin A. McLean
Robert E. Sharbaugh

*ALSO ADMITTED IN ILLINOIS

One Urban Centre
4030 West Kennedy Boulevard
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(813) 206-4000
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February 29, 1996

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

900001731153
-03/04/96--01095--008
****122.50 ****122.50

Re: Computers For Kids, Inc.

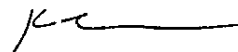
Dear Clerk:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of Computers For Kids, Inc.

I have also enclosed my check in the amount of \$122.50 representing the filing fee.

Please return the certified copy of the Articles of Incorporation to this undersigned and should you have any questions, please do not hesitate to call. Thank you.

Sincerely,



Kevin A. McLean

KAM/mgm
enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
COMPUTERS FOR KIDS, 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 I - NAME

The name of the corporation is COMPUTERS FOR KIDS, INC.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable and educational purposes pursuant the Florida Corporations Not-for-Profit Law set forth in section 617 of the Florida Statutes.

ARTICLE III - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV - PURPOSE

The purposes for which this Corporation is formed are as follows:

(a) to collect used computers and similar equipment, supplies and software, repair and distribute same to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

(b) to operate exclusively in any other manner for such charitable and educational purposes as will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.

ARTICLE V - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11-11-01 BY 11-01

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4830 W. Kennedy Blvd., Suite 280, Tampa, Florida 33609 and the name of the initial registered agent at such address is Neil S. Schecht.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the corporation is 4830 W. Kennedy Blvd. Suite 280 Tampa, FL 33609

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Kevin A. McLean | 4511 Longfellow Ave. Tampa, FL 33629 |
| Maryann McLean | 4511 Longfellow Ave. Tampa, FL 33629 |

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Kevin A. McLean | 4511 Longfellow Ave. Tampa, FL 33629 |
| Maryann McLean | 4511 Longfellow Ave. Tampa, FL 33629 |

ARTICLE X - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officer or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in herein.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XI - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall Determine. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer or to the benefit of any private individual.

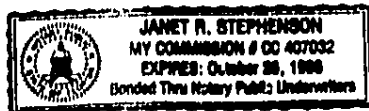
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of February, 1996.

Kevin A. McLean
KEVIN A. MCLEAN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared KEVIN A. MCLEAN, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 29th day of February, 1996.



Janet R. Stephenson
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

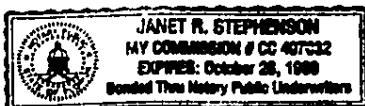
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of February, 1996.

Maryann McLean
MARYANN MCLEAN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared MARYANN MCLEAN, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 29th day of February, 1996.



Janet R. Stephenson
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

SECRET
SCHECHT-4 07 11 01
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COMPUTERS FOR KIDS, INC., at the place designated in the Articles of Incorporation, NEIL S. SCHECHT agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open said office.

DATED this 29th day of July, 1996.



NEIL S. SCHECHT