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1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-221-0171  
904-221-0391

800-342-8086

22957 ①

**CSC networks**

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 879686 4303929

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 13, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 879686

CUSTOMER NO: 4303929

CUSTOMER: Elizabeth Galvin, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3230

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\*\*\*\*122.50 \*\*\*\*122.50

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SECRETARY OF CORPORATIONS  
96 MAR 13 AM 10

DOMESTIC FILING

NAME: CHS ELECTRONICS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: \_\_\_\_\_

*Betty Galvin* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT corp name  
DATE 3-13-96  
DOC. EXAM ST

ST 3/14

# GREENBERG ATTORNEYS AT LAW TRAUBIG

Leonard J. Adler	Lucia A. Dougherty	Kenneth C. Hoffman	Alfred J. Malfatto	A. Jeffrey Robinson	Gary Weinfeld
Fernando C. Alonso	Candace R. Duff	Larry J. Hoffman	Samantha D. Malloy	Kenneth B. Robinson	Jeffrey Weithorn
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James L. Bacherus	Jeffrey R. Fried	Kelth A. James	Pedro J. Martinez-Fraga	Ronald M. Rosengarten	Jerrold A. Wish
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Kerri L. Baish	Robert C. Gang	Steven M. Kataman	Juan J. Mayol, Jr.	Stephen D. Sanford	Linda G. Watton
Hilarie Bass	Richard G. Garrett	David S. Keen	Craig T. McClung	Gary A. Saul	Arthur G. Young
V. Dawn Delaney	Rehan K. Gatt	Holly W. Kimmel	Robert R. McDonald	Elliot H. Scherkes	Julie A. Zalusker
Norman J. Benford	David J. George	Shepard King	Teresa J. Moore	Mark B. Schnapp	Robert A. Zinn
Dale S. Bergman	Jeffrey Gilbert	Steven J. Kowitz	Janice W. Newman	Clifford A. Schulman	
Paul Beckowitz	Laurie L. Giblin	Alan S. Krisher	Maury R. Olicker	Randy J. Shaw	
Bridget Berry	Bruce H. Gile-Klein	J. D. Boone Kusterleiner	Rebecca R. Orand	Paul A. Shkolnik	
Mark F. Bileau	Richard J. Glusac	Christopher L. Kuzner	Debbie M. Orshofsky	Brian J. Sherr	
Lawrence Jon Biehl	Lawrence Golofsky	Donald G. LaFace	Aileen Ortega	Lawrence Silverman	Of Counsel
Mark D. Bloom	Joel K. Goldman	Gustavo J. Lamelas	A. Ericson Pardo	Marlene K. Silverman	Arnold J. Hoffman
Beginal L. Bonthillier, Jr.	Steven E. Goldman	Steven A. Landy	Steven J. Pardo	Holly R. Skulnick	Patricia Menendez Camilo
Howard Bregman	Glen E. Goldstein	Steven B. Lapidus	Rosa Parish-Hammon	Dennis Mendez Smith	Amber H. Moss, Jr.
Francis B. Brogan, Jr.	Joseph G. Goldstein	Linda E. Latron	Michael G. Park	Lari A. Suchin	Patrick T. O'Brien
Hurt Benton	Steven S. Goodman	Nancy H. Lash	Marshall R. Pasternack	Charles E. Silver, Jr.	Allan Salovin
Gabriel Bulgac	Matthew H. Gorman	Moshe M. Lefffield	Sylvia S. Penney	Joel L. Stocker	Paul E. Shapiro
Bernardo Burslein	Blanne Greenberg	James P. S. Leshaw	Sheldon S. Polish	Douglas R. Thornburg	H. Allan Shore
David R. Chasn	Robert L. Grossman	Matt S. Levin	Robert R. Pupo	Robert H. Trautig	Marc M. Watson
Michael J. Cherniga	Barbara A. Hall	Oscar Levin	Albert D. Quenel	Peter L. Tunk	Julie A.S. Williamson
Ary Chuteks	Paige A. Harper	Michael P. Levinson	Daniel E. Reed	Merrill A. Ulmer	
Sue M. Cobb	Fred E. Harris, Jr.	Norman H. Lipoff	C. Ryan Reetz	Brian J. Walsh	
C. Deryl Couch	Steven M. Helman	Carla E. Louniel	Barry Scott Richard	Kelth Wasserman	
Miguel A. De Grandy	Alberto M. Hernandez	Juan P. Louniel	Douglas J. Hillstone	Fern S. Wells	
Alan T. Dimond	Jeffrey A. Hirsch	Bruce E. Macdonough	Andrea Rivero	Ellen D. Weakley	

Elizabeth C. Galvin, L.A.  
305-789-8449

March 12, 1996

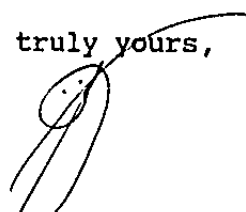
Florida Division of Corporations  
DOMESTIC CHARTER SECTION  
P. O. Box 6327  
Tallahassee, FL 32314

RE: CHS ELECTRONICS, INC.

Enclosed herewith is one (1) duly executed original and two (2) copies of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



**ARTICLES OF INCORPORATION  
OF  
CHS ELECTRONICS, INC. OF FLORIDA**

**ARTICLE I**

**Name**

The name of the Corporation is CHS Electronics, Inc. of Florida (hereinafter called the "Corporation").

**ARTICLE II**

**Purpose**

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

**Capital Stock**

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 105 million, consisting of (i) 100 million shares of common stock, par value \$.001 per share (the "Common Stock"), and (ii) 5,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

**A. *Provisions Relating to the Preferred Stock.***

1. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. **Preferences.** Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (b) the number of shares to constitute the class or series and the designations thereof;
- (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;
- (e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (g) the preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

**B. *Provisions Relating to the Common Stock***

1. **General.** Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of the shareholders except on such matters exclusively related to the holders of Preferred Stock. Except as otherwise stated in these Articles or required by law, the Common Stock shall vote together with the Preferred Stock and not separately as a class. Each share of Common Stock shall be entitled to share equally in dividends declared and paid by the Corporation from legally available funds. In the case of voluntary or involuntary liquidation, distribution or sale of assets, dissolution, or winding up of the Corporation, holders of the Common Stock are entitled to receive a pro rata share of the amount distributed after the liquidation preference of the Preferred Stock is paid.

2. **Denial of Preemptive Rights.** Except for the rights of holders of Preferred Stock, no shareholder of this Corporation shall have, by reason of holding shares of any class or series of stock of this Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter to be authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

**C. *Shareholder Votes on Certain Matters.***

The affirmative vote of (i) a majority of all the shares of Common Stock outstanding and entitled to vote, and (ii) a majority of all the shares of Preferred Stock outstanding and entitled to vote, shall be required to approve any of the following:

(a) any merger or consolidation of the Corporation with or into any other corporation except in the case of a merger into the Corporation of a subsidiary of the Corporation 90% or more of which is owned by the Corporation and which does not require a vote of shareholders of either corporation pursuant to the laws of the State of Florida;

(b) any share exchange in which a corporation, person or entity acquires the issued or outstanding shares of stock of this Corporation pursuant to a vote of shareholders of the Corporation;

(c) any sale, lease, exchange or other transfer of all, or substantially all, of the assets of this Corporation to any other corporation, person or entity; or

(d) any amendment to these Articles of Incorporation.

Such affirmative vote shall be in lieu of the vote of shareholders otherwise required by law.

#### **ARTICLE IV**

##### **Address**

The Corporation's registered and principal office address is 2153 N.W. 86 Avenue, Miami, Florida 33122, and the name of the Corporation's registered agent at that address is CRAIG TOLL.

#### **ARTICLE V**

##### **Board of Directors**

The business and the affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors comprised as follows:

(a) The number of directors shall consist of not less than two nor more than nine members, the exact number of which shall be fixed from time to time in accordance with the resolution of the Board of Directors.

(c) A director shall hold office until the date of the annual meeting of shareholders upon which his term expires and until his successor shall be elected and qualified, subject, however, to his prior death, resignation, retirement, disqualification or removal from office.

#### **ARTICLE VI**

##### **Indemnification**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

## ARTICLE VII

### Meetings

A. **Call of Special Shareholders Meeting.** Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law) (i) the holders of not less than fifty (50) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by any other persons designated in the Corporation's bylaws. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

B. **Advance Notice of Shareholder-Proposed Business for Annual Meeting.** At an annual meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (b) otherwise properly brought before the meeting by or at the direction of the Board, or (c) otherwise properly brought before the meeting by a shareholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation, not less than One Hundred Twenty (120) days nor more than One Hundred Eighty (180) days prior to the first anniversary of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than 30 calendar days earlier than the date contemplated by the previous year's proxy statement, such notice by the shareholder to be timely must be so received not later than the close of business on the tenth (10th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the shareholder proposing such business, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder, and (iv) any material interest of the shareholder in such business. The Chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the requirements of this paragraph B, and if he should so determine, he shall so declare to the

meeting and any such business not properly brought before the meeting shall not be transacted.

## ARTICLE VIII

### Control Shares

As provided by the Florida General Corporation Act (the "Act"), if a person acquiring Control Shares (as such term is defined in the Act) of the Corporation does not file an acquiring person statement with the Corporation, the Corporation may redeem the Control Shares at fair market value at any time during the 60-day period after the last acquisition of such Control Shares. If a person acquiring Control Shares of the Corporation files an acquiring person statement with the Corporation, the Control Shares may be redeemed by the Corporation only if such shares are not accorded full voting rights by the shareholders as provided by law.

## ARTICLE IX

### Incorporator

The name of the incorporator is CRAIG TOLL, and the address of the incorporator is 2153 N.W. 86 Avenue, Miami, Florida 33122,

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation the 13 day of March, 1996.

Craig Toll  
CRAIG TOLL, Incorporator

### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CHS ELECTRONICS, INC. OF FLORIDA, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Craig Toll  
CRAIG TOLL, Registered Agent

Dated: March 13, 1996.



1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
004-222-0193 FAX

000-342-8086

(2)

**CSC networks**  
PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

P96000022957

ACCOUNT NO. : 072100000032  
REFERENCE : 879686 4303929  
AUTHORIZATION : Patricia Pyzats  
COST LIMIT : \$ 87.50

Third

ORDER DATE : March 13, 1996

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ORDER NO. : 879686

CUSTOMER NO: 4303929

CUSTOMER: Elizabeth Galvin, Legal Asst  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

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96 MAR 14 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: CHS ELECTRONICS, INC.

Betty Galvin  
AUTHORIZATION BY PHONE TO  
CORRECT Corp name  
DATE 3-13-96  
SOS. EXAM SI

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: Sp

NIC Amend  
3/14/96

# GREENBERG ATTORNEYS AT LAW TRAURIG

Leonard J. Adler  
Fernando C. Alonso  
Gesar L. Alvarez  
Liliana Armas  
Daniel H. Aronson  
David C. Ashburn  
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Glen E. Goldstein  
Joseph G. Goldstein  
Steven S. Goodman  
Matthew H. Gorsun  
Dianne Greenberg  
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Alberto M. Hernandez  
Jeffrey A. Hirsch

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John Harrison Hough  
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Steven R. Lapidus  
Linda E. Larrea  
Nancy B. Lash  
Moshé M. Lehrfeld  
James P. S. Lechaw  
Marc S. Levin  
Oscar Levin  
Michael P. Levinson  
Norman H. Lipoff  
Carlos E. Lumbert  
Juan P. Lumbert  
Bruce E. Macdonough

Alfred J. Mafelatto  
Samantha D. Malloy  
Fernando Margalit  
Ines Marrero-Pilegosa  
Enrique J. Martin  
Pedro A. Martin  
Roberto Matlora  
Pedro J. Matlora-Fraga  
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Daniel E. Reed  
C. Ryan Reeta  
Harry Scott Richard  
Douglas J. Rillstone  
Andrés Rivera

A. Jeffrey Robinson  
Kenneth R. Robinson  
Raquel A. Rodriguez  
Alan H. Rolnick  
Marvin S. Rosen  
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Kelly White  
William S. Wilson  
Jerold A. Wink  
Timothy D. Wolfe  
Linda G. Winston  
Arthur C. Young  
Julie A. Zahner  
Robert A. Zinn

## Of Counsel

Arnold J. Hoffman  
Patricia Menendez Cambo  
Amber H. Moss, Jr.  
Patrick T. O'Brien  
Allan Salovey  
Paul E. Shapiro  
H. Allan Shute  
Marc M. Watson  
Julie A.S. Williamson

Melvin N. Green, Jr.  
(1920-1994)

Elizabeth C. Galvin, L.A.  
305-789-8449

March 12, 1996

Florida Division of Corporations  
AMENDMENTS & MERGERS SECTION  
P. O. Box 6327  
Tallahassee, FL 32314

RE: CHS ELECTRONICS, INC.

Enclosed herewith is one (1) executed original and two (2) copies of **ARTICLES OF AMENDMENT** to Articles of Incorporation for the captioned corporation. Also enclosed is a check in the amount of \$ 87.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return both to me.

Thank you for your assistance.

Very truly yours,

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.  
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717  
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO  
NEW YORK WASHINGTON, D.C.

FILED  
96 MAR 14 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is CHS ELECTRONICS, INC. OF FLORIDA (the "Corporation"), CHARTER #P06 000022957, filed on March 13, 1996.

**RESOLVED**, that Article I of the Articles of Incorporation of CHS ELECTRONICS, INC. OF FLORIDA shall be amended to read as follows:

## NAME \_\_\_\_\_

**RESOLVED**, that Article III of the Articles of Incorporation of CHS ELECTRONICS, INC. shall be amended to add a Section D as follows:

## CAPITAL STOCK

At 5:00 p.m., Eastern time, on the date of the filing of this amendment to the Articles of Incorporation, all outstanding shares of Common Stock held by each holder of record on such date shall be automatically combined at the rate of one-for-two without any further action on the part of the holders thereof or this Corporation. No fractional shares shall be issued. In lieu of issuing fractional shares, the Corporation's transfer agent will sell any such fractional shares at the then prevailing price on the Nasdaq Small-Cap Market. The Corporation's transfer agent shall determine the amount of the net proceeds of the sale to which each holder of fractional shares is entitled, and shall, as soon as practicable after such determination has been made, mail such amount, without interest, to such holders."

**IN WITNESS WHEREOF**, the undersigned, being the Chief Financial Officer of the Corporation, pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Amendment to Articles of Incorporation this 13th day of March, 1996 for the purposes expressed herein.

BY: Craig Toll  
CRAIG TOLL, Chief Financial Officer

P96000022957

CALENDER  
ATTORNEYS AT LAW  
TRAURIG

Leonard J. Adler  
Fernando G. Alonso  
Cesar L. Alvarez  
Liliana Armas  
Daniel H. Aronson  
David G. Ashburn  
Charles M. Auslander  
James L. Bacchus  
Fred W. Baggett  
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Laurie L. Gilman  
Bruce H. Gles-Klein  
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Alberto M. Hernandez  
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John Harrison Hough  
Andrew Hulsh  
John H. Hutton  
Lisa Iglesias  
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Martin Kalb  
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Shepard King  
Steven J. Krawitz  
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J. D. Boone Kuersteiner  
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James P. S. Leshaw  
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Norman H. Lipoff  
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Sylvia S. Penneys  
Sheldon S. Polish  
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Daniel E. Reed  
C. Ryan Reetz  
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Kenneth B. Robinson  
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Fern S. Watts  
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March 12, 1996

Florida Division of Corporations  
AMENDMENTS & MERGERS SECTION  
P. O. Box 6327  
Tallahassee, FL 32314

RE: CHS ELECTRONICS, INC.

Sharon: We need  
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(2) na

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

CHS ELECTRONICS, INC., a Utah corp., #F94000005786

INTO

**CHS ELECTRONICS, INC. OF FLORIDA**, a Florida corporation, P96000022957

File date: March 14, 1996

Corporate Specialist: Susan Payne

FILED

ARTICLES OF MERGER

96 MAR 14 AM 11:07

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CHS ELECTRONICS, INC., a Utah corporation

WITH & INTO

CHS ELECTRONICS, INC. OF FLORIDA, a Florida corporation

Pursuant to the provisions of §607.1101 and §607.1105 of the Florida Business Corporation Act, CHS ELECTRONICS, INC., a Utah corporation ("UTAH") and CHS ELECTRONICS, INC. OF FLORIDA a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging UTAH with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was duly adopted by a majority of the shareholders of the corporation of each of UTAH and the Survivor by unanimous written consent in accordance with the provisions of §607.0704 and §607.1103 of the Florida Business Corporation Act on March 13, 1996.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 13th day of March, 1996.

CHS ELECTRONICS, INC., a Utah corporation

BY:

Craig Toll  
CRAIG TOLL, Chief Financial Officer &  
Treasurer

CHS ELECTRONICS, INC. OF FLORIDA, a  
Florida corporation

BY:

Craig Toll  
CRAIG TOLL, Chief Financial Officer &  
Treasurer

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated March 13, 1996 (the "Agreement"), is entered into between CHS ELECTRONICS, INC. OF FLORIDA, a Florida corporation ("FLORIDA"), and CHS ELECTRONICS, INC., a Utah corporation ("UTAH").

A. UTAH has an aggregate authorized capital of 100,000,000 shares of common stock, \$.001 par value (the "Utah Common Stock").

B. FLORIDA has an aggregate authorized capital of 105,000,000 shares of capital stock, consisting of (i) 100,000,000 shares of common stock, \$.001 par value (the "Florida Common Stock"), and (ii) 5,000,000 shares of preferred stock, par value \$.001 per share (the "Florida Preferred Stock").

C. The respective Boards of Directors of FLORIDA and UTAH believe that the best interests of FLORIDA and UTAH and their respective shareholders will be served by the merger of UTAH with and into FLORIDA under and pursuant to the provisions of this Agreement and the Utah Revised Business Corporation Act and the Florida General Corporation Act.

### Agreement

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. **MERGER.** UTAH shall be merged with and into FLORIDA (the "Merger").
2. **EFFECTIVE DATE.** The Merger shall become effective immediately upon the later of the filing of this Agreement or articles of merger with the Utah Division of Corporations and Commercial Code in accordance with the Utah Revised Business Corporation Act and the filing of articles of merger with the Secretary of State of Florida in accordance with the Florida General Corporation Act. The time of such effectiveness is hereinafter called the "Effective Date."
3. **SURVIVING CORPORATION.** FLORIDA shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of UTAH shall cease.
4. **CERTIFICATE OF INCORPORATION.** The Articles of Incorporation of FLORIDA as it exists on the Effective Date shall be the Articles of Incorporation of FLORIDA following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.
5. **BYLAWS.** The Bylaws of FLORIDA as they exist on the Effective Date shall be the Bylaws of FLORIDA following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.
6. **BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of UTAH immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of FLORIDA following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

7. **RETIREMENT OF OUTSTANDING FLORIDA STOCK.** Upon the Effective Date, each of the 100 shares of the FLORIDA Common Stock presently issued and outstanding shall be retired, and no shares of FLORIDA Common Stock or other securities of FLORIDA shall be issued in respect thereof.

8. **CONVERSION OF OUTSTANDING UTAH STOCK.** Upon the Effective Date, each issued and outstanding share of UTAH Common Stock and all rights in respect thereof shall be converted into one fully-paid and nonassessable share of FLORIDA Common Stock, and each certificate representing shares of UTAH Common Stock shall for all purposes be deemed to evidence the ownership of the same number of shares of FLORIDA Common Stock as are set forth in such certificate. After the Effective Date, each holder of an outstanding certificate representing shares of UTAH Common Stock may, at such shareholder's option, surrender the same to FLORIDA's registrar and transfer agent for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate(s) evidencing the ownership of the same number of shares of FLORIDA Common Stock as are represented by the UTAH certificate(s) surrendered to FLORIDA's registrar and transfer agent.

9. **CONDITIONS TO CONSUMMATION OF THE MERGER.** Consummation of the Merger is subject to the satisfaction prior to the Effective Date of the following conditions: (a) This Agreement and the Merger shall have been adopted and approved by the affirmative vote of the holders of a majority of the votes represented by the shares of Utah Common Stock outstanding on the record date fixed for determining the shareholders of UTAH entitled to vote thereon and (b) UTAH and FLORIDA shall have received all consents, orders and approvals and satisfaction of all other requirements prescribed by law that are necessary for the consummation of the Merger.

10. **STOCK OPTIONS, WARRANTS AND CONVERTIBLE DEBT.** Upon the Effective Date, each stock option and/or any other right to subscribe for or purchase shares of UTAH Common Stock shall be converted into a stock option or other right to subscribe for or purchase the same number of shares of FLORIDA Common Stock and each certificate, agreement, note or other document representing such stock option or other right to subscribe for or purchase shares of UTAH Common Stock shall for all purposes be deemed to evidence the ownership of a stock option or other right to subscribe for or purchase shares of FLORIDA Common Stock.

11. **RIGHTS AND LIABILITIES OF FLORIDA.** At and after the Effective Date, and all in the manner of and as more fully set forth in Section 607.1106 of the Florida General Corporation Act and Section 16-10a-1106 of the Utah Revised Business Corporation Act, the title to all real estate and other property, or any interest therein, owned by each of UTAH and FLORIDA shall be vested in FLORIDA without reversion or impairment; FLORIDA shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of UTAH and FLORIDA without reversion or impairment; FLORIDA shall thenceforth be responsible and liable for all the liabilities and obligations of each of UTAH and FLORIDA; any claim existing or action or proceeding pending by or against UTAH or FLORIDA may be continued as if the Merger did not occur or FLORIDA may be substituted for UTAH in the proceeding; neither the rights of creditors nor any liens upon the property of UTAH or FLORIDA shall be impaired by the Merger, and FLORIDA shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

12. **TERMINATION.** This Agreement may be terminated and abandoned by action of the respective Board of Directors of UTAH and FLORIDA at any time prior to the Effective Date, whether before or after approval by the shareholders of either or both of the parties hereto.

13. **AMENDMENT.** The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Agreement by the shareholders of either of the parties hereto shall not: (a) change the amount or kind of shares,



securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Articles of Incorporation of FLORIDA, or (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party hereto.

14. **INSPECTION OF AGREEMENT.** Executed copies of this Agreement will be on file at the principal place of business of FLORIDA at 2153 N.W. 86th Avenue, Miami, Florida 33122. A copy of this Agreement shall be furnished by FLORIDA, on request and without cost, to any shareholder of either UTAH or FLORIDA.

15. **GOVERNING LAW.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

16. **SERVICE OF PROCESS.** On and after the Effective Date, FLORIDA agrees that it may be served with process in the manner specified in Section 16-10a-1107(2)(a)(ii) of the Utah Revised Business Corporation Act for enforcement of any obligation of UTAH or FLORIDA arising from the Merger.

17. **REMEDIES.** Any right and remedy belonging to UTAH or FLORIDA and arising in connection with the actions contemplated by this Agreement shall be pursued solely against UTAH or FLORIDA, and not against their respective officers, directors or employees. In the event that any officer, director or employee of UTAH or FLORIDA becomes involved in any capacity in any action, proceeding or investigation in connection with the Merger, UTAH and/or FLORIDA shall advance to such person(s) all reasonable legal and other expenses incurred in connection therewith and shall also indemnify such person(s) against any losses, claims, damages or liabilities to which such person(s) may become subject in connection with this Agreement, except to the extent that such indemnification is prohibited by law.

IN WITNESS WHEREOF, each of the parties hereto, as of the date first written above, pursuant to authority duly granted by their respective Board of Directors, has caused this Plan and Agreement of Merger to be executed.

CHS ELECTRONICS, INC. OF FLORIDA  
a Florida corporation

By: Craig Toll  
CRAIG TOLL, Chief Financial Officer &  
Treasurer

CHS ELECTRONICS, INC.,  
a Utah corporation

By: Craig Toll  
CRAIG TOLL, Chief Financial Officer &  
Treasurer

**Exhibit A**

**MANAGEMENT**

**CHS ELECTRONICS, INC., a Utah corporation (Merging corporation)**

<b>CLAUDIO OSORIO</b>	<b>Chairman of the Board, President &amp; Chief Executive Officer</b>
<b>ALVIN PERLMAN</b>	<b>Executive Vice President/Director</b>
<b>DONALD D. WINSTEAD</b>	<b>Director</b>
<b>OTTO GERLACH</b>	<b>Director</b>
<b>PASQUALE GIORDANO</b>	<b>Chief Operating Officer</b>
<b>CRAIG TOLL</b>	<b>Chief Financial Officer &amp; Treasurer</b>

**CHS ELECTRONICS, INC. OF FLORIDA, a Florida corporation (Surviving corporation)**

<b>CLAUDIO OSORIO</b>	<b>Chairman of the Board, President &amp; Chief Executive Officer</b>
<b>ALVIN PERLMAN</b>	<b>Executive Vice President/Director</b>
<b>DONALD D. WINSTEAD</b>	<b>Director</b>
<b>OTTO GERLACH</b>	<b>Director</b>
<b>PASQUALE GIORDANO</b>	<b>Chief Operating Officer</b>
<b>CRAIG TOLL</b>	<b>Chief Financial Officer &amp; Treasurer</b>