

# P96000025042

## TRANSMITTAL LETTER

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

00000017453011  
-03/15/96--01104--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Computers Mean Business, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Frank J. Whidden Jr.  
Name (printed or typed)

6847A North 9th Avenue #165  
Address

Pensacola, Florida 32504  
City, State & Zip

(800) 636-4700  
Daytime Telephone number

RECEIVED  
MAR 15 1996  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

GB 3/21/96

ARTICLES OF INCORPORATION  
OF  
COMPUTERS MEAN BUSINESS, INC.

FILED  
96 MAR 15 AM 9:48  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Computers Mean Business, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is formed are:

1. To engage in the business of buying and selling computers.
2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warranties, script, certificates, debentures, mortgages,

notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, character of personal property, real property (improved or unimproved) and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchise, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts, and arrangements of every kind and character with any person, firm association, or corporation or any government or authority of subdivision of agency thereof.

6. To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved of every kind and description and to sell, dispose of, lease, convey, encumber and mortgage said property or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build or erect, maintain for the purposes of said corporation, construct, reconstruct or purchase either directly or through ownership of stock in any corporation any lands, buildings, office, stores, warehouses, easements, privileges, franchise and license, and to sell, lease, hire or otherwise dispose of lands, buildings or other property of the company or any part thereof.

7. To buy, manufacture or otherwise to acquire and to lease, sell, exchange, or otherwise dispose of property and commodities of every kind and nature, either for itself or as agent for others.

8. Without any particular, limiting any of the objects and purposes of the corporation, it is expressly declared and provided that the corporation shall have the power to borrow money, to issue notes, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business; to mortgage or pledge any stock, bonds, or other obligations, or any property, real or personal, which may be acquired by it, to secure any bonds or other obligations by it issued or incurred, and in carrying on its business or for the purpose of attaining or furthering any other lawful objects to do any and all other acts and things; and to exercise any and all other powers which co-partnership or a natural person could do or exercise or which may now or hereafter be authorized by law.

9. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws, pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things herein above set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

10. To acquire the good will, rights, and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation, to pay for the same in cash, the stock of this company, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner, the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business.

11. The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

12. To have, exercise, and enjoy all of the rights and powers conferred upon it by the Constitution and Laws of the State of Florida, and any further rights that may be hereinafter granted to corporations of the character of this by the Constitution and Laws of the State of Florida.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any terms or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE IV

The street address of the initial principal office of the corporation shall be: 6847A North 9th Avenue #165 Pensacola, Florida 32504, but the corporation shall be authorized to establish and maintain places of business and warehouses at any place or places at its pleasure.

#### ARTICLE V

Frank J. Whidden Jr., whose place of business is 6847A North 9th Avenue #165 Pensacola, Florida 32504 is the agent designated by the incorporators to receive subscriptions and payments for the capital stock of the corporation prior to the time the corporation is perfected and is authorized to do business as a corporation. The location

and mailing address of the initial registered agent is 6847A North 9th Avenue #165 Pensacola, Florida 32504. The name of the initial agent at the same address is Frank J. Whidden, Jr..

#### ARTICLE VI

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost 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 a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VII

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### ARTICLE VIII

The business and affairs of the corporation shall be managed and controlled by a Board of not more than five directors, elected as provided by law, subject to such control, limitation, or direction as the shareholders may from time to time impose.

The following persons have been chosen and designated to serve the corporation as Board of Directors for the first year, or until their successors have been duly elected and qualified, to-wit: Frank J. Whidden, Jr.

#### ARTICLE IX

The officers of the corporation shall be a President and Secretary/Treasurer.

The following officers are chosen and designated as the officers of the corporation to serve for the first year, or until their successors have been duly elected and qualified, to-wit:

Frank J. Whidden, Jr. . . . . President

Frank J. Whidden Jr. . . . . Secretary/Treasurer

#### ARTICLE X

The shareholders of the corporation may make, alter, amend and repeal By-Laws of the corporation, and for the purpose of prescribing the duties of the various officers of the corporation. Except as limited by the By-Laws, the officers and directors shall have and exercise all rights and authorities inuring to their respective offices and positions under the laws of the State of Florida.

#### ARTICLE XI

This corporation is organized under Section 1361 of the Internal Revenue Code as a Sub-Chapter S corporation.

THE PREMISES CONSIDERED, the undersigned prays that these Articles of Incorporation be accepted and filed as a certificate of incorporation as provided by laws; and that such other and further necessary steps shall be taken as will effectuate the organization of the corporation.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals on this, the 12th day of March 1996,

A handwritten signature in cursive script, appearing to read "Frank J. Whidden, Jr.", written in dark ink.

FRANK J. WHIDDEN, JR.

**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: Computers Mean Business, Inc.

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

Frank J. Whidden Jr.  
(NAME)

6847A North 9th Avenue #165  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pensacola, Florida 32504  
(CITY/STATE/ZIP)

*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.*

  
(SIGNATURE)

March 12, 1996  
(DATE)