

P96000039772
TRANSMITTAL LETTER

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY 10 1996

SUBJECT: EverGreene Computer Corporation
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 70.00.

FROM:

Brian Greene

Name (printed or typed)

1517 NE 17th Terr.

Address

Ft. Laud., FL 33304

City, State, & Zip

954-537-7960

Telephone Number

TALLAHASSEE, FLORIDA

MAY - 3 AM 9:28

FILED

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

D. BROWN MAY - 9 1996

ARTICLES OF INCORPORATION
OF
EVERGREENE COMPUTER CORPORATION

FILED
JAN 13 1983
CLERK OF THE COURT
STATE OF FLORIDA

ARTICLE I. NAME

The name of this corporation shall be EverGreene Computer Corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of to sell and distribute computer equipment engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of

Articles Of Incorporation Of EverGreene Computer Corporation

new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This

Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 1 (one). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is:

Brian Greene, 1517 NE 17th Terrace, Ft. Lauderdale, FL
33304.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: Brian Greene, 301 NE 44 Street, Oakland Park, FL 33334.

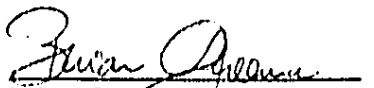
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Brian Greene, 301 NE 44 Street, Oakland Park, FL 33334.

ARTICLE X. INCORPORATOR

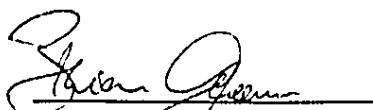
The name and address of the individual who shall serve as this corporation's incorporator are: , Brian Greene, 301 NE 44 Street, Oakland Park, FL 33334.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Brian Greene - Incorporator

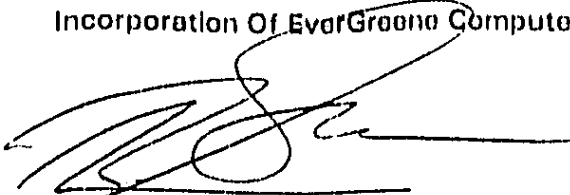
I hereby accept my designation as resident agent and agree to serve as the resident agent of EverGreene Computer Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for EverGreene Computer Corporation.


Brian Greene - Registered Agent

State Of FLORIDA

County Of BROWARD

On 04/30/96, Brian Greene, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of EverGreene Computer Corporation.



Notary Public



OFFICIAL SEAL
R. SIMONSON
My Commission Expires
Sept. 27, 1996
Comm. No. CC 231410

Commission Expiration Date:

(Seal)