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GELCH & TAYLOR, P.A.
ATTORNEYS AT LAW

GARY D. GELCH
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ROUTE 303E
THE ATRIUM CENTRE
4801 SOUTH UNIVERSITY DRIVE
DAVIE, FLORIDA 33328
(954) 434-9400
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May 6, 1996

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

500001835095
-05/22/96--01093--014
****122.50 ****122.50

SUBJECT: LAPTOPS FOR LESS, INC.


To whom it may concern:

In connection with the above captioned entity, a Florida Corporation in formation, enclosed please find the following:

- (1) one original and one copy of the articles of incorporation for the above mentioned corporation; and
- (2) a check in the amount of \$122.50 which reflects the total of the filing fee, certified copy fee, and registered agent designation fee.

Should you have any questions regarding the above, please do not hesitate to contact me.

Sincerely,


Gregory B. Taylor, Esq.

Enclosures

RMC
5/10/96

(524)

~~W96-10032~~
FILED
96 MAY 15 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 10, 1996

GREGORY B. TAYLOR, ESQ.
GELCH & TAYLOR, P.A.
4801 SOUTH UNIVERSITY DR SUITE 303E
DAVIE, FL 33328

SUBJECT: LAPTOPS FOR LESS, INC.
Ref. Number: W96000010032

We have received your document for LAPTOPS FOR LESS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Articles of Incorporation are filed pursuant to Florida Statutes 607.0202. Please delete all references to Florida Statutes 621, A Professional Service Corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 996A00022961

GELCH & TAYLOR, P.A.
ATTORNEYS AT LAW

**GARY D. GELCH
GREGORY B. TAYLOR**

SUITE 303C
THE ATRIUM CENTRE
4801 SOUTH UNIVERSITY DRIVE
DAVIE, FLORIDA 33328
(954) 434-0409
FAX (954) 434-0420

May 14, 1996

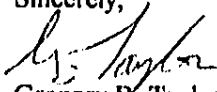
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Laptops For Less, Inc.
Ref. Number: W96000010032

Enclosed please find one original and copy of the amended Articles of Incorporation. Also, please find your letter which was sent to me. Further, a check in the amount of \$122.50 was overnighted to you separately and should still be in your possession.

If you have any questions regarding the above referenced matter, please do not hesitate to contact me.

Sincerely,



Gregory B. Taylor, Esq.

Enclosures

**ARTICLES OF INCORPORATION
OF
LAPTOPS FOR LESS, INC.**

FILED
JUL 15 PM 1:30
CLERK
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION WHO IS COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is and shall be: **Laptops For Less, Inc.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be at **9483 South Dixie Highway, Miami, Florida, 33156**, with the privilege of having additional offices at other places within the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be one hundred (100) shares of common stock at no par value. There shall be only one (1) class of shares.

**ARTICLE IV
STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS. The incorporators named hereinafter agree to purchase one hundred (100) shares for the consideration of \$500.00.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be at 4801 S. University Dr.
Suite 303E, Davie, Florida, 33328

**ARTICLE VI
INCORPORATOR**

Michael A. Cooper and Jose L. Gallo are the incorporators and their address is
13665 SW 101 Lane, Miami, Florida, 33186.

**ARTICLE VII
GENERAL PURPOSE AND NATURE OF CORPORATION**

The general purposes for which this corporation is being initially organized are as follows:

The transaction of any and all lawful business for which
corporations may be organized to transact under **Chapter**
607, Florida General Corporation Act.

The Specific Nature of the Business is to service, sell, and repair computers in the
State of Florida.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2) and
the name and address of the person(s) who is(are) to serve as members is(are):

NAME

ADDRESS

Michael A. Cooper

13665 SW 101 Lane
Miami, Fl 33186

Jose L. Gallo

13665 SW 101 Lane
Miami, Fl 33186

**ARTICLE IX
PREEMPTIVE RIGHTS OF STOCKHOLDERS**

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

**ARTICLE X
NUMBER OF DIRECTORS**

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

**ARTICLE XI
EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

**ARTICLE XII
QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the shareholders.

**ARTICLE XIII
REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provision of **Section 607.0808, Florida statutes**.

**ARTICLE XIV
COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts as set forth in Section 607.0825(1)(a-c) Florida Statutes.

ARTICLE XV ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors, is filed in the minutes of the proceedings of the board of directors.

ARTICLE XVI AMENDMENT OF ARTICLE OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Sections 607.1001 - .1006, Florida Statutes.

ARTICLE XVII GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XVIII OFFICERS

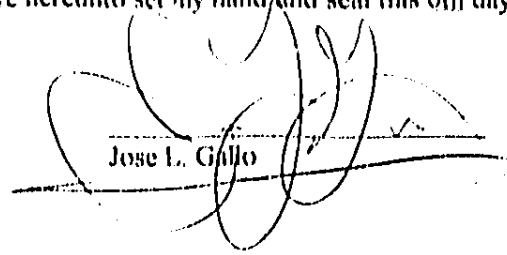
The officers of this corporation shall consist of a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

ARTICLE XIX DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Article of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set my hand and seal this 6th day of May, 1996.

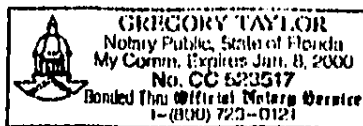

Michael A. Cooper


Jose L. Gallo

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Michael A. Cooper and Jose L. Gallo to me well known as the person described herein and who executed and subscribed to the foregoing Articles of Incorporation and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dave, in said County and State, this 6th day of May, 1996.




NOTARY PUBLIC

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Sections 607.0501 and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Laptops For Less, Inc.
2. The name and address of the registered agent and office is:


Gregory B. Taylor, Esq.
4801 S. University Dr.
Suite 303E
Davie, Florida 33328


Michael A. Cooper


Jose L. Gallo

DATE: 5/7/96

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.


GREGORY B. TAYLOR
Registered Agent

DATE: 5/8/96

Laptops For Less, Inc.
9703 S. Dixie Highway, Suite 13
Miami, Fl. 33156
Tel: (305) 666-5636
Fax: (305) 666-9284

P96000041600

Division of Corporations,

This letter is to inform you of our change in mailing address. Our new mailing address for Laptops For Less, Inc. is as follows. 9703 S. Dixie Highway, Suite 13, Miami, Fl. 33156. Please make the appropriate changes. If you have any questions or concerns please feel free to contact us.

Thank you


Michael A. Cooper
President

KS 7/25