

P96000049298
TRANSMITTAL LETTER

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

SUBJECT: ALL COMPUTER CONCEPTS, INC.
(Proposed corporate name - must include suffix)

100001855301
-06/07/96--01068--011
****131.25 ****131.25

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: THOMAS E. CABLE
Name (Printed or typed)

614 ORANGE DR. #196
Address

ALTAMONTE SPRINGS, FL 32701
City, State & Zip

407-767-6563
Daytime Telephone number

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96 JUN -7 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

6-10-96
HR

**ARTICLES OF INCORPORATION
OF
All Computer Concepts, Inc.**

The undersigned natural person of the age of 18 years or more, hereby forms a corporation, under and pursuant to the statutes of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:

All Computer Concepts, Inc.

ARTICLE II

The corporation is organized under the laws of the State of Florida.

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

The nature of the business of the corporation, the purposes for which it is organized and its powers are as follows:

1. To engage in the transaction of all lawful business or pursue any other lawful purpose or purposes for which a corporation may be organized under the laws of the State of Florida.

2. To have, enjoy and exercise all of the rights, powers and privileges conferred upon corporations organized under the laws of the State of Florida, whether now or hereafter in effect, and whether or not herein specifically mentioned.

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law.

ARTICLE V

A. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock of no par value. The consideration for the issuance of shares

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may be paid in whole or in part in money, and other property, tangible or intangible. When payment of the consideration for which shares are to be issued shall have been received, such shares shall be deemed to be fully paid and not liable for any further call or assessment thereon.

B. Each shareholder of record shall have one vote for each share of stock standing in his or her name on the books of the corporation and entitled to vote. In the election of directors, cumulative voting shall not be allowed.

C. No holder of any stock of the corporation shall be entitled, as a matter of right, to purchase, subscribe for or otherwise acquire any new or additional shares of stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

D. The board of directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of the State of Florida.

ARTICLE VI

The number of persons constituting the Board of Directors of the corporation shall be fixed by the By-Laws of the corporation. The number of directors of this corporation shall not be less than three, provided however, in the event there are fewer than three stockholders, the number of directors shall be the same number as there are stockholders. The shareholder(s) and director(s) of the corporation will be:

Kelli M. Cable, 648 Falling Oak Cove, Apopka, Florida 32703
Shawn M. Cable, 648 Falling Oak Cove, Apopka, Florida 32703

He, she or they shall serve until the first annual meeting of shareholders and until his, her or their successor or successors be elected and qualified.

The number of directors may be increased or decreased from time to time in the manner provided by the By-Laws of the corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE VII

No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected by reason of any of the

directors or officers of this corporation being interested, in their individual capacities, or as an officer or director of another corporation individually or jointly with others as a party to such contract or transaction; provided that the fact of such interest is known or disclosed to the Board. Any member of the Board so interested may be counted in determining the existence of a quorum at which the matter is considered and may vote at the meeting at which this matter is taken up, as if he were not so interested.

ARTICLE VIII

A. The address of the initial registered office of the corporation is 648 Falling Oak Cove, Apopka, Florida 32703.

B. The name of the initial registered agent for the corporation at such address is Kelli M. Cable.

ARTICLE IX

Any director or officer or former director or officer of the corporation shall be indemnified by the corporation against all costs and expenses actually and reasonably incurred by him for advice or assistance concerning, or in connection with the defense of, any action, suit or proceeding, civil, criminal or administrative, except in relation to liabilities under the Securities Act of 1933, as amended, the Securities Laws of the State of Florida; or other applicable Securities Laws, in which he is made a party by reason of being or having been a director or officer of the corporation, whether or not he continues to be a director or officer at the time of incurring such costs or expenses, except costs and expenses incurred in relation to matters as to which such director or officer shall have been derelict in the performance of his duty as such director or officer,

1. in a matter which shall have been the subject of a suit or proceeding in which he was a party disposed of by adjudication on the merits, unless he shall have been finally adjudged in such suit or proceeding to have been derelict in the performance of his duty as such director or officer, or

2. in a matter not falling within (1) next preceding if either all disinterested members of the Board of Directors or the stockholder(s) of the corporation shall determine that he is not derelict.

A director shall be deemed disinterested in a matter if he has no interest therein other than as a director of the corporation. The foregoing shall not constitute exclusive tests as to dereliction and no determination as to dereliction shall be questioned on the ground that it is made otherwise than as provided above. The corporation may pay the fees and expenses of the officer, director or stockholders, as the case may be, incurred in connection with making a determination provided above.

The foregoing indemnification shall include reimbursement of all costs and expenses reasonably incurred in settling any such claim asserted, suit or proceeding, when the so doing appears to be for the best interests of the corporation, and shall be in addition to any rights to which any director or officer may otherwise be entitled as a matter of law.

ARTICLE X

The officers of the corporation shall be subject to the doctrine of corporate opportunities only insofar as it applies to business opportunities in which this corporation has expressed an interest as determined from time to time by the corporation's Board of Directors, as evidenced by resolutions appearing in its minutes. When so delineated, opportunities within such areas of interest shall be disclosed promptly to the Board of Directors. Until such time as this corporation, through its Board of Directors, has designated an area of interest, the officers shall be free to engage in such areas and to continue a business existing prior to the time that such area of interest has been designated.

ARTICLE XI

A. Meetings of the Board of Directors and stockholders may be held beyond the limits of the State of Florida.

B. The original stock ledger of the corporation and also the books required to be kept by the Florida Statutes shall be maintained within the State of Florida.

ARTICLE XII

Any one or more, or all of the directors, may be removed with or without cause at any time by vote of the stockholders holding a majority of the stock of the corporation at any special meeting called for that purpose.

ARTICLE XIII

The right is expressly reserved to amend this Certificate of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of Florida, and the rights of all stockholders are expressly made subject to such power of amendment.

ARTICLE XIV

The Board of Directors shall have the power to make such By-Laws as they deem proper for the management of the affairs of the corporation and for the purpose of carrying on all kinds of business within the objects and purposes of this corporation, and may amend, rescind, change, or alter such By-Laws at their discretion.

ARTICLE XV

The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights derived from such shares, and shall not be bound to recognize any equitable or other claims to, or interest in, such shares or rights deriving from such shares, on the part of any other persons, including but not limiting the generality thereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee or transferee of any of the shares of the corporation shall not be entitled: (1) to receive notice of the meetings of the shareholders; (2) to vote at such meetings; (3) to examine a list of the shareholders; (4) to be paid dividends or other sums payable to shareholders; (5) to own, enjoy and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee or transferee has become the registered holder of such shares.

ARTICLE XVI

The name and address of the incorporator of this corporation is Thomas E. Cable, 614 Orange Drive, #196, Altamonte Springs, Florida 32701

The undersigned incorporator has executed these Articles of Incorporation this
5th day of June, 1996.

Thomas E. Cable

Thomas E. Cable, Incorporator.

address of corporation

**648 Felling Oak Cove
Apopka, Florida 32703
407-884-8782**

**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 ALL Computer Concepts, Inc.

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

Kelli Cable
(NAME)
648 Falling oak Cove.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Apopka, FL. 32703
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Kelli M. Cable
(SIGNATURE)

5-30-96
(DATE)