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Berry & Greusel
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Janice B. Greusel
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Licensed in FL and IL

July 5, 1996

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

500001837585
-07/09/96--01094--002
***122.50 ***122.50

Re: COMPUTER UPGRADE EXPERTS, INC.
File #3346

Gentlemen/Ladies:

Enclosed are two copies of the Articles of Incorporation for the corporation referenced above, along with a check in the amount of \$122.50 made payable to the Secretary of State.

Kindly file the original in your office and return a certified copy to our office.

Sincerely,

Janice B. Greusel
Janice B. Greusel

JBG/mh
Enclosures

FILED
96 JUL -8 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN JUL 10 1996

FILED

96 JUL -8 AM 8:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COMPUTER UPGRADE EXPERTS, INC.

I. NAME

The name of the corporation is COMPUTER UPGRADE
EXPERTS, INC.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business
permitted under the laws of the United States and the Laws
of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this
corporation shall be authorized to have outstanding at any
one time is One Thousand (1,000) shares of common stock, all
shares, having a par value of One Dollar (\$1.00) per share.

V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1104 N. Collier Blvd., Marco Island, Florida 33937. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JAMIE B. GREUSEL, c/o Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 33937.

VIII. DIRECTORS

This corporation shall have one director initially. The number of directors, may, from time to time, be increased by By-Laws adopted by the stockholders. The name and address of the first member of the Board of Directors is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 33937.

IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 33937.

X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation on the 5th day
of July, 1996.

Jamie B. Greusel
JAMIE B. GREUSEL

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me
this 5th day of July, 1996 by Jamie B. Greusel
who is personally known to me or who has produced
(type of identification) as
identification and who did (did not) take an oath.

(SEAL)

Cheryl B. Schmidt
Notary Public

(typed name)

My Commission Expires:

Commission # _____



CHERYL B SCHMIDT
My Commission CC408148
Expires Sep. 25, 1998
Bonded by HAI
800-422-1888

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with Section 48.091 and 607.0501, Florida
Statutes the following is submitted:

COMPUTER UPGRADE EXPERTS, INC. desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at Marco Island, Florida 33937,
has named Jamie B. Greusel, Berry & Greusel, 1104 N. Collier
Blvd., Marco Island, Florida 33937 as its agent to accept
service of process within Florida.

Date: 7/5/96


JAMIE B. GREUSEL

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my
duties.


JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 33937
(813) 394-8111

FILED
96 JUL -8 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA