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TAMPA, FL 33629
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P90000060315



PROFESSIONAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 024153 158224A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 18, 1996

ORDER TIME : 11:17 AM

ORDER NO. : 024153

CUSTOMER NO: 158224A

CUSTOMER: Ms. Gina Harber
THOMAS P. MCNAMARA, P.A.

Suite 309
2909 Bay To Bay Boulevard
Tampa, FL 33629

500001898315
-07/18/96--01069--010
*****122.50 *****122.50

500001898315
-07/18/96--01069--010
*****8.75 *****8.75

DOMESTIC FILING

NAME: ALLMICRO ACQUISITION
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 18 PM 3:32

7/18/96

**ARTICLES OF INCORPORATION
OF
ALLMICRO ACQUISITION CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 PM 3:32

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

ALLMICRO ACQUISITION CORPORATION

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

18820 U. S. Highway 19 North, Suite 215
Clearwater, Florida 34624

ARTICLE III

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, \$1.00 par value.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 2909 Bay to Bay Boulevard, Suite 309, Tampa, Florida 33629, and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of five members, such members to hold office until their successors have been duly elected and qualified. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Stephen J. Banks	1330 Post Oak Blvd., Suite 1300 Houston, Texas 77056
Grant Dove	1330 Post Oak Blvd., Suite 1300 Houston, Texas 77056
G. Anthony Gorry	1330 Post Oak Blvd., Suite 1300 Houston, Texas 77056
David Sikora	1330 Post Oak Blvd., Suite 1300 Houston, Texas 77056
Terry W. Ward	1330 Post Oak Blvd., Suite 1300 Houston, Texas 77056

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
Jeffrey R. Harder	1330 Post Oak Blvd., Suite 1300 Houston, Texas 77056

ARTICLE VIII

PURPOSE AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE IX

BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

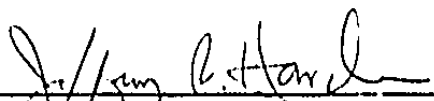
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



Jeffrey R. Harder

ALLMICRO ACQUISITION CORPORATION

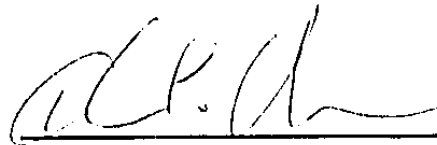
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF SERVICES AS REGISTERED AGENT

96 JUL 18 PM 3:33

The undersigned, Thomas P. McNamara, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 17 day of July, 1996.



Thomas P. McNamara

P96000060315

ARTICLES OF MERGER
Merger Sheet

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MERGING:

ALLMICRO ACQUISITION CORPORATION, a FL Corp., #P96000060315

INTO

ALLMICRO, INC., a Florida corporation, S45046

File date: July 22, 1996

Corporate Specialist: Susan Payne