



PHENIX BANK
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 025407 6789A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 19, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 025407

CUSTOMER NO: 6789A

CUSTOMER: Temple P. Hiatt, Legal Asst
JEFFREY EVAN COSNOW, ESQ

Suite 301
3450 East Lake Road
Palm Harbor, FL 34685

DOMESTIC FILING

NAME: D & D SPECIALTY PARTS, CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 PM 2:02

7/19/96

**ARTICLES OF INCORPORATION OF
D & D Specialty Parts, Corp.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 19 PM 2:02

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is D & D Specialty Parts, Corp.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

This corporation is organized for the distribution of computer components, and related office equipment, and for all lawful purposes for which a corporation may be incorporated under the Florida Business Corporation Act, Chapter 607.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 100 shares of no par value common stock.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX STOCK TRANSFER RESTRICTIONS

No transfer of stock shall be valid, until ten days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such ten days, the corporation shall have the option to buy at the price set by seller any shares of outstanding stock, before its owner or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional ten days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. In the event a dispute exists between the shareholders and the corporation in regards to the fair market value of the shares, the fair market value will be determined by binding arbitration. In no event may the shares be sold to a third party without the written consent of the Board of Directors. However, the Board of Directors may not unreasonably refuse to allow the sale of shares to a third party.

ARTICLE SEVEN TRANSFER EXCEPTIONS

Notwithstanding anything herein to the contrary, any shareholder may at any time during such shareholder's lifetime transfer any of such shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or her lifetime for the benefit of the shareholder, his or her spouse, father or mother, or children. However, the

spouse, father, mother, children or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement.

**ARTICLE EIGHT
REGISTERED OFFICE-PRINCIPAL PLACE OF BUSINESS**

The street address of the initial registered office, and principal place of business of the corporation is 3450 East Lake Road, Palm Harbor, Florida 34685 and, the name of the initial registered agent is Jeffrey E. Cosnow whose address is 3450 East Lake Road, Palm Harbor, Florida 34685

**ARTICLE NINE
DIRECTORS**

The initial board of directors of the corporation shall consists of one member. The name and address of the first board of directors are:

<u>Name</u>	<u>Address</u>
Donald J. Dinegar	2651 Michael Place Unit 202 Dunedin, FL 34698

**ARTICLE TEN
INCORPORATORS**


The name and street address of the incorporator signing these Articles of Incorporation is

Donald J. Dinegar	2651 Michael Place Unit 202 Dunedin, FL 34698
-------------------	---

**ARTICLE ELEVEN
OFFICERS**

The name, address, and title of the first officers are:

<u>Name</u>	<u>Address</u>
Donald J. Dinegar President	2651 Michael Place Unit 202 Dunedin, FL 34698


Donald J. Dinegar

**STATE OF FLORIDA
COUNTY OF PINELLAS**

On this 17th day of July 1996, before me, the undersigned officer, personally appeared Donald J. Dinegar who produced Florida Driver's License Number D 526-190-58-140-0 as identification, and whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes contained therein.



TEMPLE P. HIATT
My Commission CC521928
Expires Jan. 02, 2000



Printed Name of Notary Temple p. Hiatt

Notary Public/Commission Expires

To: The Department of State
Tallahassee, Florida 32304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

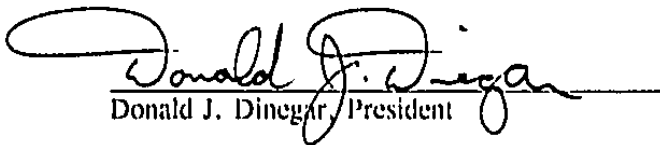
96 JUL 19 PM 2:02

Certificate Designating Place of Business or Domicile For the Service of Process Within Florida, Naming Agent Upon Whom Process May be Served.

In compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

D & D Specialty Parts, Corp. with its place of business at 3450 East Lake Road, Palm Harbor, FL 34685 has named Jeffrey E. Cosnow of 3450 East Lake Road FL 34685 as its agent to accept service of process within Florida.

DATED this 17th Day of July 1996.

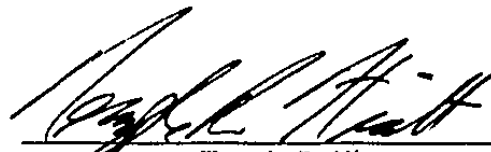

Donald J. Dinegar, President

**STATE OF FLORIDA
COUNTY OF PINELLAS**

I certify that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Donald J. Dinegar as President of D & D Specialty Parts, Corp., a corporation organized under the laws of Florida. He acknowledged before me that he executed the foregoing instrument as such officer in the name and on behalf of the corporation. He produced Florida Driver's License Number D 526-190-58-140-0 as identification. Dated this 17th Day of July 1996.

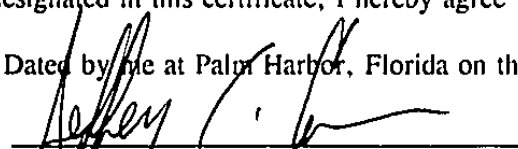


TEMPLE P. HIATT
My Commission CC521928
Expires Jan. 02, 2000


Printed Name of Notary Temple P. Hiatt
Notary Public/Commission Expires

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.

Dated by me at Palm Harbor, Florida on the 17th day of July 1996.


Jeffrey E. Cosnow