

P96000062831

July 15th, 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of WHOLESALE WAREHOUSE COMPUTERS &
ELECTRONICS, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

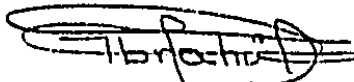
2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 1103 W. Hibiscus Blvd #302, W. Melbourne, FL 32904.

Thank you for your assistance in this matter.

Sincerely,



Ibrahim A. Bashir

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****122.50 ****122.50

FILED
JUL 25 PM 3:48
JUL 25 1996
TALLAHASSEE, FLORIDA

NC 7-24-96

ARTICLES OF INCORPORATION
OF
WHOLESALE WAREHOUSE COMPUTERS &
ELECTRONICS, INC.

FILED
56 JUL 25 PM 3:48
RECEIVED
JUL 25 1956
CLERK OF COURT
JUL 25 1956

ARTICLE I. NAME

The name of this corporation is
WHOLESALE WAREHOUSE COMPUTERS & ELECTRONICS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3256 Lake Washington Rd. Suite 101, Melbourne, Florida 32934, and the name of the initial registered agent of this corporation at that address is IBRAHIM A. BASHIR.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

IBRAHIM A. BASHIR
1167 Sanddune Lane #203
Melbourne, Florida 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3256 Lake Washington Road, Suite 101, Melbourne, Florida 32934, and the mailing address of the corporation is 3256 Lake Washington Road, Suite 101, Melbourne, Florida 32934.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

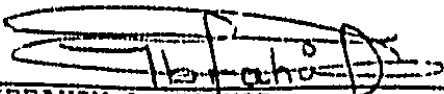
IBRAHIM A. BASHIR
1167 Sanddune Lane # 203
Melbourne, Florida 32935

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 15th day of July, 1996.

FL/PL

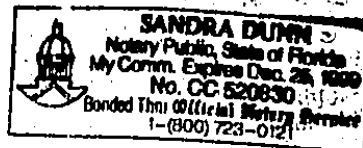

IBRAHIM A. BASHIR

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared IBRAHIM A. BASHIR to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of July, 1996.


Notary Public



DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That WHOLESALB WAREHOUSE COMPUTERS & ELECTRONICS, INC.,
desiring to organize under the laws of the State of Florida,
with its principal office at 3256 Lake Washington Road, Suite
101, Melbourne, Florida, Brevard County, Florida 32935, has
named IBRAHIM A. BASHIR, located at 3256 Lake Washington
Road, Suite 101, Melbourne, Brevard County, Florida 32935, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


IBRAHIM A. BASHIR
Registered Agent

FILED
96 JUL 25 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID H. JACOBY

Attorney at Law

1881 Robert J. Conlan Blvd, N.E.

The Exchange - Suite 100

Palm Bay, Florida 32908

Telephone (407) 723-8388

Fax (407) 723-8995

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September 23, 1996

Secretary of State
Division of Corporation
409 East Gains Street
Tallahassee, Florida 32399
ATTN: Sharon Tala

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
56 OCT -3 PM 3:00

RE: Certificate of Domestication, Articles of Incorporation,
Affidavit and Articles of Dissolution of Wholesale Warehouse
Computers & Electronics, Inc.

Dear Ms. Tala:

Enclosed please find an original and one (1) copy of the
Certificate of Domestication, Articles of Incorporation, Affidavit
and Articles of Dissolution for Wholesale Warehouse Computers &
Electronics, Inc. Also enclosed, please find check #1753 in the
amount of \$207.50 as the required fee to process said documents.
Please file same and return a copy to our office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

G. Phillip J. [Signature]

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-10/08/96--01124--008

***207.50 ***35.00

encl. as stated

51 10/3

Dissolution \$35.00

RECEIVED
DIVISION OF CORPORATIONS
96 OCT -3 PM 3:00

ARTICLES OF DISSOLUTION

Pursuant to Florida Statutes, section 607.1401, this Florida profit corporation submits the following articles of dissolution:

- FIRST:** The name of the corporation is Wholesale Warehouse Computers & Electronics, Inc.
- SECOND:** The articles of incorporation were filed on July 25, 1996.
- THIRD:** None of the corporation's shares have been issued.
- FOURTH:** No debt of the corporation remains unpaid.
- FIFTH:** The net assets of the corporation remaining after winding up have been distributed to the shareholders if shares were issued.
- SIXTH:** A majority of the incorporators authorized the dissolution.

Signed this 13th day of September, 1996.

WHOLESALE WAREHOUSE COMPUTERS
& ELECTRONICS, INC.


By: Ibrahim A. Bashir, President