

P96000070707 Only

Business Dated

Best & DeBrosed

Requestor's Name
4170 S.W. 87 Ave #200

Address
Miami, FL 33176
City State ZIP Phone

VALIDATION ONLY

13 JUN 1996 12:22:50
06/22/96 01013-030
***122.50 ***122.50

CORPORATION(S) NAME

Jackson Computer Services, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

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AUG 26 1996
CERTIFIED COPY

91 AUG 22 AM 9:51
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028
RECEIVED

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226A 40346



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 AUG 26 AM 10:23
DIVISION OF CORPORATIONS

August 22, 1996

EMPIRE

TALL, FL 32301

SUBJECT: JACKSON COMPUTER SERVICES, INC.
Ref. Number: W96000017672

We have received your document for JACKSON COMPUTER SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 696A00039949

**ARTICLES OF INCORPORATION OF
JACKSON COMPUTER SERVICES, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I.
NAME**

The name of the corporation is: **JACKSON COMPUTER SERVICES, INC.**

**ARTICLE II.
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: the consulting, sales, servicing, maintenance, trouble-shooting, and/or repairing of personal computer systems; sales and/or supplying of computer components and parts for personal computer systems; and education and training for personal and business use on computers, including the basic utilization of software, hardware, setup, and daily use.

**ARTICLE III.
CORPORATE POWERS**

Corporation shall, unless otherwise provided by its Certificate of Incorporation or by law, have power to:

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
2. Adopt and use a common corporate seal and alter the same.
3. Appoint such officers and agents as its affairs shall require and allow them suitable compensation.
4. Adopt, change, amend and repeal By-laws, not inconsistent with the law or its Certification of Incorporation, for the exercise of its corporate powers, the management, regulation, and government of its affairs and

Articles of Incorporation - JACKSON COMPUTER SERVICES, INC.

property, the transfer on its records of its stock or other evidences of interest or membership, and the calling and holding of meetings of its stockholders.

5. Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-laws may direct, the number of directors, managers or trustees, provided that the number shall never be less than one (1).

6. Make and enter into all contracts necessary and proper for the conduct of its business.

7. (a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trade marks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payments of any indebtedness or liability to it.

8. (a) Guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stocks to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(b) Purchase, hold, sell, and transfer shares of its own capital stock, provided that no corporation shall purchase any of its own capital stock except from the surplus of assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted

directly or indirectly, or counted as outstanding for the purposes of any stockholder's quorum or vote.

9. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation, or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

10. (a) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary of expedient and shall authorize or agree upon, issue and sell or pledge bonds, debenture, notes and other evidences of indebtedness, where secured or unsecured, and execute such mortgages, or other instruments upon encumbering its property or credit to secure the payment of money borrowed owing by it, as occasion may require and the Board of Directors deem expedient.

(b) Provisions may be made in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by such corporation, as security for any bonds, notes, debentures, or other evidences of indebtedness issued, or debts or sums of money owing by said corporation.

(c) In case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring the title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonging to and were enjoyed by the corporation executing the instrument or contracting the debt.

11. (a) Limit and regulate the right of stockholders to transfer their stock and provide terms and limitations of stock.

(b) Provide for the government of the association by the purely cooperative custom of one man, one vote; and

(c) Distribute earnings wholly or in part, on the basis of or in proportion to the amount of property bought from or sold to its members or other customers or of labor performed for or services rendered to the association.

12. Make gifts for educational, scientific, or charitable purposes.

13. Indemnify any person made a party to an action or in the right of the corporation to procure a judgment in its favor by reason of such person being or having been a director or officer of the corporation, or of any other corporation which said person served as such at the request of the corporation, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by said person in connection with the defense or settlement of such action or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his or her duty to the corporation.

14. Indemnify any person made a party to the action or suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of director or officer of the corporation, or of any corporation which he or she served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings without reasonable grounds for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had unreasonable grounds for belief that such action was unlawful.

ARTICLE IV. **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 500 shares of Common Stock, each with a nominal par value of \$1.00 per share. The consideration to be paid for each share shall be determined by the Board of Directors.

ARTICLE V.
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE VI.
TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII
ADDRESS

The post office address of this corporation's principal office in the State of Florida shall be 8825 S.W. 107th Avenue; Suite 151; Miami, FL 33176-1411. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VIII
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, through By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

DENNIS A. JACKSON
8825 S.W. 107th Avenue; Suite 151
Miami, FL 33176-1411

The above Director(s) shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

ARTICLE X
SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation are:

DENNIS A. JACKSON
8825 S.W. 107th Avenue; Suite 151
Miami, FL 33176-1411

ARTICLE XI
REGISTERED AGENT

The registered agent of this corporation shall be:

DENNIS A. JACKSON

The registered office address of this corporation shall be:

8825 S.W. 107th Avenue; Suite 151
Miami, FL 33176-1411

ARTICLE X
AMENDMENTS

The officers of this Corporation shall be President, Vice President, Secretary, and Treasurer, and such other offices as may be deemed necessary. All officers shall be chosen by such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The corporation reserves the right to amend, alter, change or appeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to that reservation.


DENNIS A. JACKSON - Subscriber

Articles of Incorporation - JACKSON COMPUTER SERVICES, INC.

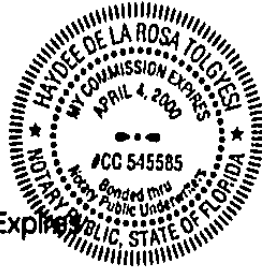
STATE OF FLORIDA)

COUNTY OF DADE)

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 DENNIS A. JACKSON, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he 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 20th day of August, 1996.

Personally known: ✓
I.D. produced: _____
Type of I.D.: _____



Haydee De La Rosa Tolgyesi
NOTARY PUBLIC, STATE OF FLORIDA
Notary's printed name: HAYDEE DE LA ROSA - Tolgyesi

My Commission Expires

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**CERTIFICATE OF DESIGNATION
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.

First that JACKSON COMPUTER SERVICES, INC.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of
incorporation has named Dennis A. Jackson
(Name of Registered Agent)
located at 9150 S.W. 87th Avenue; Suite 200; Miami, FL 33176
City of Miami County of Dade
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE 

Registered Agent
DENNIS A. JACKSON