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TAMPA, FL 33607  
(813) 221-1171  
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**CSC networks**

96 SEP 10 PM 12:13

ACCOUNT NO. : 072100000032  
DIVISION OF CORPORATION

REFERENCE : 080121 4329479

AUTHORIZATION :

COST LIMIT : \$ 12,000.00  
*Patricia Pizant*

ORDER DATE : September 10, 1996

ORDER TIME : 10:21 AM

200001943612

ORDER NO. : 080121

CUSTOMER NO: 4329479

CUSTOMER: Jeffery Jonassen, Esq  
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

DOMESTIC FILING

NAME: ORANGE COMPUTER DISTRIBUTORS,  
INC.

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: Carina L. Dunlap

EXAMINER'S INITIALS:

*g*  
*9/10/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 10 PM 3:50

**ARTICLES OF INCORPORATION**

**OF**

**ORANGE COMPUTER DISTRIBUTORS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

93 SEP 10 PM 3:50

**ARTICLE I**

**Name and Duration**

The name of the corporation is ORANGE COMPUTER DISTRIBUTORS, INC. (the "Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Secretary of State.

**ARTICLE II**

**Principal Office**

The principal office address of the Corporation is 7121 Grand National Drive, Suite 105, Orlando, Florida 32819. The mailing address of the Corporation is 7121 Grand National Drive, Suite 105, Orlando, Florida 32819.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 7121 Grand National Drive, Suite 105, Orlando, Florida 32819. The name of the registered agent at such address is Henry B. Knowles, Jr.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred upon a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is three hundred (300) shares of Common Stock ("Common Stock") at \$0.01 par value per share.

## ARTICLE VI

### Incorporators

The name and mailing address of the Incorporators of this Corporation are as follows:

Henry B. Knowles, Jr.	1665 Sackett Circle, Orlando, FL 32818
Bruce Atherton	468 Lake Bridge Lane #1734, Apopka, FL 32703
Mark S. Janofsky	4141 Twilight Trail, Kissimmee, FL 34746

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors shall be established and may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one (1). Each director shall be elected at the annual meeting of shareholders and shall serve until the next annual meeting of shareholders and until his successor shall be elected and qualified, or until such director's earlier resignation, removal from office, or death.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders and until his successor shall be elected and qualified, or until such director's earlier resignation, removal from office, or death.

3. The name and mailing address of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

Henry B. Knowles, Jr.	1665 Sackett Circle, Orlando, FL 32818
Bruce Atherton	468 Lake Bridge Lane #1734, Apopka, FL 32703
Mark S. Janofsky	4141 Twilight Trail, Kissimmee, FL 34746

## **ARTICLE VIII**

### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## **ARTICLE IX**

### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## **ARTICLE X**

### **Indemnification**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

## **ARTICLE XI**

### **Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and we have accordingly executed these Articles of Incorporation.

DATED at Orlando, Orange County, Florida, this 8<sup>TH</sup> day of SEPTEMBER, 1996.

INCORPORATORS

Henry B. Knowles, Jr.  
Henry B. Knowles, Jr.

Bruce Atherton  
Bruce Atherton

Mark S. Janotsky  
Mark S. Janotsky

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of Sept., 1996,  
by Henry B. Knowles, Jr., as an Incorporator of ORANGE COMPUTER DISTRIBUTORS, Inc.  
He is personally known to me ~~or has produced~~ \_\_\_\_\_  
~~identification and did~~ (did not) take an oath.



JEFFERY Q. JONASSEN  
MY COMMISSION # CC437275 EXPIRES  
February 8, 1999  
BONDED TRULY TRUST INSURANCE, INC.

(NOTARY SEAL)

Jeffery Q. Jonassen  
(Notary Signature)

Jeffery Q. Jonassen  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_


STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of Sept., 1996,  
by Bruce Atherton, as an Incorporator of ORANGE COMPUTER DISTRIBUTORS, Inc. He is  
personally known to me or has produced \_\_\_\_\_ as identification and  
did (did not) take an oath.



JEFFERY Q. JONASSEN  
MY COMMISSION # CC437275 EXPIRES  
February 6, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

(NOTARY SEAL)

  
(Notary Signature)

Jeffery Q. Jonassen  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_

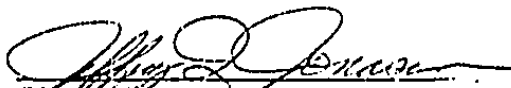
STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of Sept., 1996,  
by Mark S. Janofsky, as an Incorporator of ORANGE COMPUTER DISTRIBUTORS, Inc. He  
is personally known to me or has produced \_\_\_\_\_ as identification  
and did (did not) take an oath.



JEFFERY Q. JONASSEN  
MY COMMISSION # CC437275 EXPIRES  
February 6, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

(NOTARY SEAL)

  
(Notary Signature)

Jeffery Q. Jonassen  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_

**REGISTERED AGENT CERTIFICATE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 SEP 10 PM 3:50

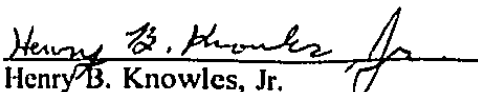
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

ORANGE COMPUTER DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Henry B. Knowles, Jr., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with Section 607.0501, Florida Statutes.

**REGISTERED AGENT**

  
Henry B. Knowles, Jr.

DATED: SEPTEMBER 8, 1996