

P96000077960

Quarter Number Only

01-18-C16

Laura L. Walker

Requestor's Name

3907 North Boulevard

Address

Tampa, FL 33603-4624

City

State

ZIP

Phone

=(813) 229-6332

VALIDATION ONLY

000001351353
-03/19/96--01020--015
***122.50 ***122.50

CORPORATION(S) NAME

Alt-feld Computing Solutions, Incorporated

FILED
96 SEP 19 PM 11 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 SEP 19 MID 14
NOT RECORDED

Empire Toll Free: 1-800-432-3028

<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

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

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
ALTFELD COMPUTING SOLUTIONS, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is ALTFELD COMPUTING SOLUTIONS, INCORPORATED, (hereinafter referred to in this document as "the Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the initial principal place of business of the Corporation is 11143 Indian Oaks Drive, Tampa, Florida 33625 and the name of the initial Registered Agent of this Corporation is Jonathan Altfeld whose address is 11143 Indian Oaks Drive, Tampa, Florida 33625.

ARTICLE IV

PURPOSES

The general nature of the business or businesses to be transacted by this Corporation, and the objects or purposes to be transacted, promoted, or carried on are to engage in any activities or business purposes permitted under the laws of the United States and Florida.

ARTICLE V

STOCK

The Corporation shall have the authority to issue Five Thousand (5,000) shares of common stock, with a par value of One Dollar (\$1.00) per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE VI

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors or

the Shareholders in accordance with the By-Laws of this Corporation. The name and address of the initial Director who shall serve as initial Director until his successor or successors are duly qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JONATHAN ALTFELD	11143 Indian Oaks Drive Tampa, Florida 33625

ARTICLE VII

BY-LAWS

By-Laws of the Corporation may be adopted, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE VIII

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any Directors, at a regular or special business meeting of the Board of Directors at which a majority vote is required, at such meeting properly called and noticed as provided in the By-Laws.

Upon such approval, such an Amendment must also be forwarded to the Secretary of State of the State of Florida and filed and approved by him/her before the same shall become effective.

ARTICLE IX
SPECIAL PROVISIONS

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Director of this Corporation is pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof: and any Director(s) of this Corporation who is also a Director or Officer of such other Corporation, or who is so interested, may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not interested.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any additional 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE XII

INCORPORATOR

The Incorporator of ALTFELD COMPUTING SOLUTIONS, INCORPORATED, is as follows:

NAME

ADDRESS

JONATHAN ALTFELD

11143 Indian Oaks Drive
Tampa, Florida 33625

Signed by the Incorporator this 4th day of SEPT,
1996.

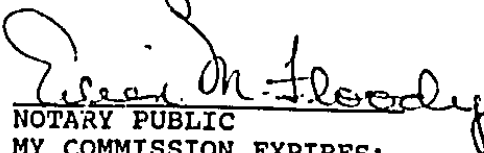

JONATHAN ALTFELD

STATE OF GEORGIA

COUNTY OF FULTON

I HEREBY CERTIFY that before me this day, personally
appeared JONATHAN ALTFELD to me known and known to me to be the
individual described in and who executed the foregoing Articles
of Incorporation and acknowledged before me that he executed the
same for the purposed therein expressed.

WITNESS my hand and official seal in the County and
State named above this 4th day of Sept., A. D. 1996.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public, Fulton County, Georgia
My Commission Expires November 12, 1996

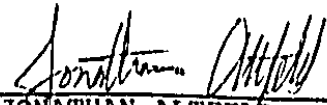
CERTIFICATE OF DESIGNATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Registered Agent of ALTFELD COMPUTING SOLUTIONS
INCORPORATED is hereby designated:

JONATHAN ALTFELD
11143 Indian Oaks Drive
Tampa, Florida 33625

This certificate shall constitute an acceptance of the
appointment as registered agent simultaneous with
designation pursuant to Florida Statute 607.034 (3).



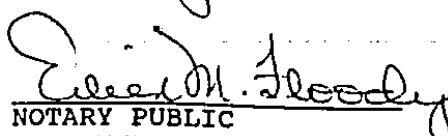
JONATHAN ALTFELD
INCORPORATOR and
REGISTERED AGENT

STATE OF GEORGIA

COUNTY OF FULTON

I HEREBY CERTIFY that before me this day, personally
appeared JONATHAN ALTFELD, as Incorporator and Registered Agent
of ALTFELD COMPUTING SOLUTIONS, INCORPORATED, to me known and
known to me to be the individual described in and who executed
the foregoing Certificate of Designation.

WITNESS my hand and official seal in the County and
State named above this 4th day of Sept., A. D. 1996.



NOTARY PUBLIC
MY COMMISSION EXPIRES:

Notary Public, Fulton County, Georgia
My Commission Expires November 12, 1996