

P96000082920

P. MICHAEL MANNING, JR.
ATTORNEY AT LAW
101 S.E. SIXTH AVENUE • SUITE B
DELRAY BEACH, FLORIDA 33483-5261
407-276-1989 / Fax 407-276-4550

Return To
Piu RST.

September 27, 1996

Attorneys' Title Insurance Fund
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

000001559930
-09/30/96--01045--000
***122.50 ***122.50

RE: M/E 3 COMPUTERS, INC.

Dear Attorneys' Title:

Enclosed are the Articles of Incorporation and my trust account check payable to the Secretary of State for \$122.50 for the filing fee and a check for \$10.00 payable to Attorneys' Title for your services.

Please see that these Articles are registered as soon as possible and return the certified copy in the enclosed Federal Express envelope.

Thank you for your cooperation and if you have any questions, please feel free to call me.

Sincerely,

Michael Manning
P. MICHAEL MANNING

PMM/mhh

Enclosure

cc: Mitchell Kulick
James Geresy

RECEIVED
96 SEP 30 PM 1:35
DIVISION OF CORPORATION
FILED
96 OCT -8 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W OCT 8 1996

W96-20630



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

September 30, 1996

ATTORNEYS' TITLE INSURANCE FUND

TALLAHASSEE,

SUBJECT: M/E COMPUTERS, INC.
Ref. Number: W96000020630

We have received your document for M/E COMPUTERS, 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 NAME OF THE REGISTERED AGENT

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 596A00044750

**ARTICLES OF INCORPORATION
OF
M/E 3 COMPUTERS, INC.**

FILED
96 OCT -8 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **M/E 3 COMPUTERS, INC.** and the initial place of business for said corporation shall be at: 3300 South Congress Ave., Boynton Beach, Fl. 33426.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Secretary of the State of Florida.

ARTICLE III

This corporation is organized to engage in any activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE IV

This corporation is authorized to issue 7500 shares of common stock with par value at \$1.00 per share.

The rights relative to the shares of common stock shall be as follows:

1. Voting Rights: Every share of common stock shall be entitled to vote on all general matters submitted to the vote of the shareholders in the election of directors.
2. Dividend Rights: Every share of common stock shall be entitled to such dividends, in cash or in kind, as may be declared, from time to time, by the Board of Directors, out of funds legally available for such purpose.
3. Liquidation Rights: Every share of common stock shall participate, pro-rata, in the assets of the corporation available for distribution, in the event of liquidation or dissolution of the corporation, whether such liquidation or dissolution is voluntary or involuntary.

ARTICLE V

The street address of the initial registered office of this corporation is 3300 South Congress Ave., suite 9, Boynton Beach, Florida, 33426 and the name of the initial registered agent of this corporation is MITCHELL KULICK.

ARTICLE VI

Management of this corporation shall be by the Board of Directors which shall consist initially of one director(s). The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, of the corporation. The name and address of the initial Directors of this corporation are(is):

MITCHELL KULICK
3300 South Congress Ave., Suite 9
Boynton Beach, Fl. 33426

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

MITCHELL KULICK
3300 South Congress Ave., Suite 9
Boynton Beach, Fl. 33426

ARTICLE VIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

The shareholders of this corporation shall not be entitled to remove any Director from office during his term without cause.


ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent now or hereafter permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of Sept., 1996.


MITCHELL KULICK, Incorporator

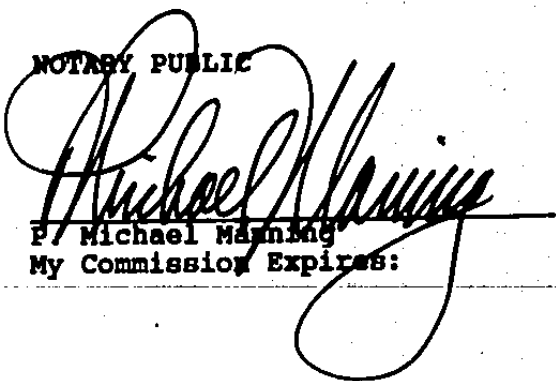
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MITCHELL KULICK, personally known to me or who produced _____ as identification, who executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of September, 1996.

NOTARY PUBLIC

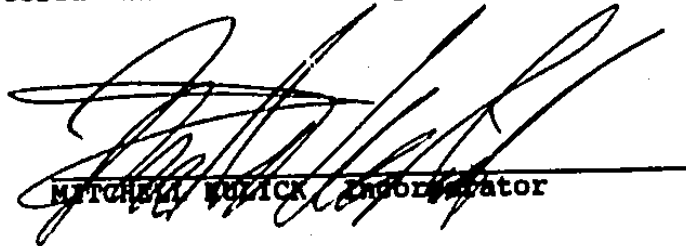

P. Michael Manning
My Commission Expires:

CERTIFICATE OF
DESIGNATION OF REGISTERED OFFICE & REGISTERED
RESIDENT AGENT FOR SERVICE OF PROCESS OF
M/E 3 COMPUTERS, INC.

Pursuant to Chapters 607 and 48, Florida Statutes, the undersigned Incorporator of M/E 3 COMPUTERS, INC., does hereby certify as follows:

1. That the Registered Office of such corporation shall be and the same is located at 3300 South Congress Ave., Suite 9, Boynton Beach, Fl. 33426.

2. That the Registered Agent for service of process of such corporation shall be and same is MITCHELL KULICK, and the address is the same as the aforesaid registered office of the corporation.

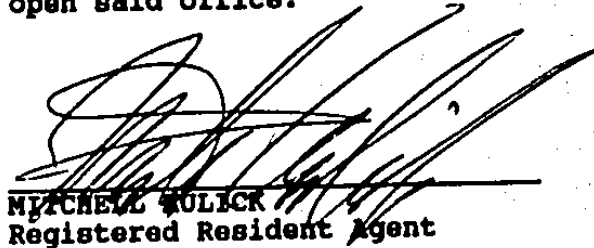

MITCHELL KULICK, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

Having been named Registered Agent for service and process of the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with all provisions of law relative to keeping open said office.

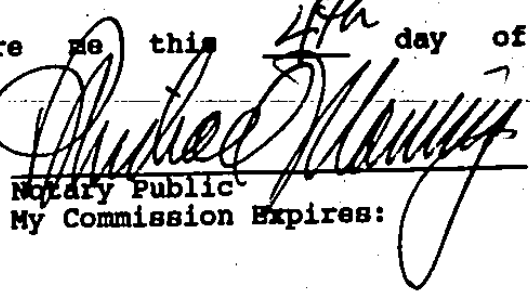
FILED
96 OCT -8 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


MITCHELL KULICK
Registered Resident Agent

Sworn to and subscribed before me this 4th day of October, 1996.



P. MICHAEL MANNING
MY COMMISSION # CC294873 EXPIRES
July 24, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.


Notary Public
My Commission Expires: