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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
CONTACT: LYNN FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: D & C COMPUTERS, INC.

AUDIT NUMBER.....H96000014362

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
D & C COMPUTERS, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:
D & C COMPUTERS, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of retail, wholesale, distribution, etc. of computers and accessories as well as service of them and all other lawful activities of business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 2591 N. Hiatus Rd., Cooper City, Fla. 33026.

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PREPARED BY:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

Marcial Ciudad
16278 N.W. 21st Street
Pembroke Pines, Fla. 33028

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ----
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

NAME	OFFICE	ADDRESS
Marcial Ciudad	President	16278 N.W. 21st Street Pembroke Pines, Fla. 33028
Carlos De La Flor	Secretary	7341 N.W. 61 Street Miami, Florida 33166

ARTICLE X

Distribution to incorporators is as follows:

Marcial Ciudad	250 Shares	\$ 250.00 Value
Carlos De La Flor	250 Shares	\$ 250.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

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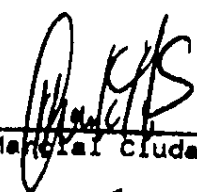
ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and --- additional powers now conferred upon it by the laws and the -- by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 7th Day of October 1996.


Marcial Ciudad - Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)


Carlos De La Flor - Incorporator

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --- MARCIAL CIUDAD AND CARLOS DE LA FLOR -----

who after first being duly sworn, executed the foregoing --- ARTICLES OF INCORPORATION, freely and voluntarily for the --- purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official seal at Miami, said County and State, this 7th Day of October 1996.


NOTARY PUBLIC, State of Florida, at large.



OFFICIAL NOTARY SEAL
JOSE C. MARTINEZ
COMMISSION NO. 0041760
MY COMMISSION EXPIRES OCT. 30, 1999

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT-REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

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TALLAHASSEE, FLORIDA

The name of the Corporation is D & C COMPUTERS, INC.

The name and address of the Registered Agent and office is Marcial Ciudad, 16278 N.W. 21st Street, Pembroke Pines, Fla. 33028.


Corporate Officer

Title: Secretary

Dated: October 7, 1996.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further -- agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and --- accept the duties and obligations of section 607.325, Florida Statutes.


Marcial Ciudad, Registered Agent,
accepting office.

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