

JAMES N. REYER
ATTORNEY AT LAW
72 S.E. 6TH AVENUE (FEDERAL HIGHWAY)
DELRAY BEACH, FLORIDA 33493

TELEPHONE: 561-278-9846

FAX: 561-272-7091

MEMBER OF THE NEW YORK BAR

WILLIAM M. MANNING
OF COUNSEL
NEW YORK, NEW YORK BAR

October 3, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

400001968034
-10/09/96--01128--014
*****70.00 *****70.00

SUBJECT: ~~PC~~ Group Corporation

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of the above referenced corporation and a check for \$70.00 for the following:

\$35.00 = Filing Fee
\$35.00 = Registered Agent Fee

After filing, please return to:

James N. Reyer, Attorney at Law
72 S.E. 6th Avenue
Delray Beach, FL 33483
(561) 278-9846

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thank you for your cooperation in this matter. If you have any further questions please contact this office.

Very truly yours,

James N. Reyer

enc.

JR/nls

11/13

10/16/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 11, 1996

JAMES N REYER, ESQ.
72 S.E. 6TH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: PC - GROUP CORPORATION
Ref. Number: W96000021565

We have received your document for PC - GROUP CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 096A00046357

JAMES N. REYER
ATTORNEY AT LAW
72 S.E. 6TH AVENUE (FEDERAL HIGHWAY)
DELRAY BEACH, FLORIDA 33483

TELEPHONE: 561-278-9846
FAX: 561-272-7091

MEMBER OF FLORIDA & NEW YORK BARS

WARREN MAMBERG
OF COUNSEL
MEMBER OF NEW YORK BAR

October 20, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: Intellicomp, Inc.

To Whom It May Concern:

Enclosed please find a copy of a letter from the Florida Department of State concerning our original filing for the proposed corporation PC - Group Corporation. We herewith submit this new filing as a replacement of same and ask that the fees tendered to date in the amount of \$70.00 be applied towards this filing.

You will also find enclosed one original and one (1) copy of the Articles of Incorporation of the above referenced corporation. The check for \$70.00 originally submitted was for the following:

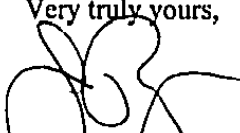
\$35.00 = Filing Fee
\$35.00 = Registered Agent Fee

Upon the filing of this new corporation, please return a stamped copy and the receipt to:

James N. Reyer, Attorney at Law
72 S.E. 6th Avenue
Delray Beach, FL 33483
(561) 278-9846

Please note that the effective date of corporate existence for this corporation is January 2, 1996.
Thank you for your cooperation.

Very truly yours,



James N. Reyer

enc.
JR/nls



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

JANES N RREYER, ESQ
72 S.E. 6TH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: INTELLICOMP, INC.
Ref. Number: W96000021565

We have received your document for INTELLICOMP, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 696A00049331

JAMES N. REYER
ATTORNEY AT LAW
72 S.E. 6TH AVENUE (FEDERAL HIGHWAY)
DELRAY BEACH, FLORIDA 33483

TELEPHONE: 561-278-9846
FAX: 561-272-7091

MEMBER OF FLORIDA & NEW YORK BARS

WARREN MAMBERG
OF COUNSEL
MEMBER OF NEW YORK BAR

November 4, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: Kline Computer Systems, Inc.

To Whom It May Concern:

Enclosed please find a copy of a letter from the Florida Department of State concerning our original filing for the proposed corporation PC - Group Corporation followed by our attempted following for Intellicomp, Inc. We herewith submit this new filing as a replacement of same and ask that the fees tendered to date in the amount of \$70.00 be applied towards this filing.

You will also find enclosed one original and one (1) copy of the Articles of Incorporation of the above referenced corporation. The check for \$70.00 originally submitted was for the following:

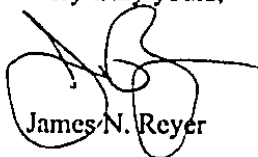
\$35.00 = Filing Fee
\$35.00 = Registered Agent Fee

Upon the filing of this new corporation, please return a stamped copy and the receipt to:

James N. Reyer, Attorney at Law
72 S.E. 6th Avenue
Delray Beach, FL 33483
(561) 278-9846

Please note that the effective date of corporate existence for this corporation is January 2, 1996.
Thank you for your cooperation.

Very truly yours,



James N. Reyer

enc.
JR/nls

ARTICLES OF INCORPORATION
OF
KLINE COMPUTER SYSTEMS, INC.

THE UNDERSIGNED, subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

KLINE COMPUTER SYSTEMS, INC.

and its initial post office address and its principal office for the conduct of business is:

1124 N.W. 114th Avenue, Coral Springs, Florida 33071

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general purpose of the corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida, including, but not limited to, the sale, maintenance, repair, design and servicing of computers, computer systems and computer software.

ARTICLE III

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of common stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services as a just valuation to be fixed by the stockholders as a meeting duly held and convened.

ARTICLE V

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Jason Kline
1124 N.W. 114th Avenue
Coral Springs, Florida 33071

ARTICLE VI

The name and address of the initial registered agent and office of this corporation is Jason Kline, 1124 N.W. 114th Avenue, Coral Springs, Florida 33071.

ARTICLE VII

The name and address of the Incorporator signing these Articles of Incorporation is Jason Kline, 1124 N.W. 114th Avenue, Coral Springs, Florida 33071.

ARTICLE VIII

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

ARTICLE IX

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

ARTICLE X

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Members of the Board of Directors may participate in regular, special and annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE XI

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

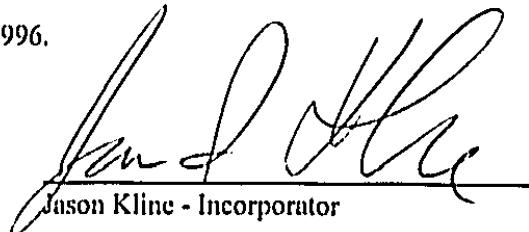
ARTICLE XIV

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XV

The shareholders and directors of this corporation may take action by written consent, as provided by law.

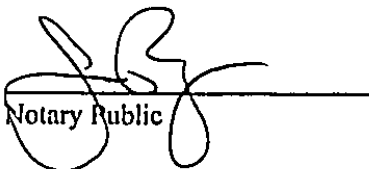
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of October, 1996.


Jason Kline - Incorporator

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me, on October 20, 1996 by Jason Kline, who is personally known to me and who did take an oath, and acknowledged that he is the person who executed the foregoing Articles of Incorporation.


Notary Public



**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

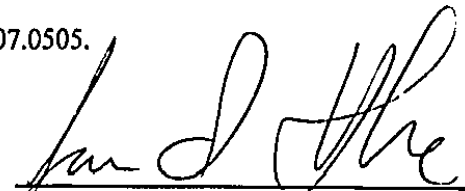
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

KLINE COMPUTER SYSTEMS, INC.

desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 1124 N.W. 114th Avenue, City of Coral Springs, County of Broward, State of Florida, 33071 has named Jason Kline as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


Jason Kline - Registered Agent

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TALLAHASSEE FLORIDA