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-11/18/96--01010--001
1225.00 *122.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 Downtown's Computers, Inc. (Corporation Name) (Document #)
- 2 _____ (Corporation Name) (Document #)
- 3 _____ (Corporation Name) (Document #)
- 4 _____ (Corporation Name) (Document #)

☒ Waik In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 NOV 18 AM 8:58
RECEIVED
96 NOV 18 AM 8:30
SECRETARY OF STATE DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

ARTICLES OF INCORPORATION
OF
DOWNTOWN'S COMPUTERS, INC.

FILED
96 NOV 18 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is, **DOWNTOWN'S COMPUTERS, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is **130 NORTHEAST 40TH STREET, SUITE 9, MIAMI, FLORIDA 33137.**

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is **130 NORTHEAST 40TH STREET, SUITE 9, MIAMI, FLORIDA 33137**, and the registered agent at that office is **WILLIAM C. BROWN**.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have **ONE (1)** director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

**WILLIAM C. BROWN
130 NORTHEAST 40TH STREET
SUITE 9
MIAMI, FLORIDA 33137**

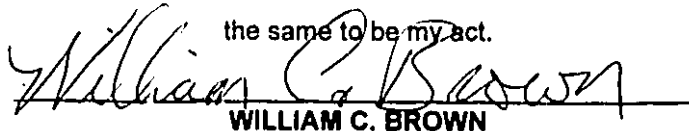
ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

**WILLIAM C. BROWN
130 NORTHEAST 40TH STREET
SUITE 9
MIAMI, FLORIDA 33137**

IN WITNESS WHEREOF, I, **WILLIAM C. BROWN**, the undersigned incorporator, have signed these Articles of Incorporation on this 13th day of November, 1996, and acknowledged

the same to be my act.


WILLIAM C. BROWN

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of November, 1996 by **WILLIAM C. BROWN**, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a **FLORIDA IDENTIFICATION CARD** as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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

FILED
96 NOV 18 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **DOWNTOWN'S COMPUTERS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **MIAMI**, County of **DADE**, State of Florida, has named **WILLIAM C. BROWN**, at, **130 NORTHEAST 40 STREET, SUITE 9**, in the City of **MIAMI**, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:


WILLIAM C. BROWN

DATE: 11-13-96