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ADAMS, ROTHSTEIN & SIEGEL

SIMON D. ROTHSTEIN

JOHN R. ADAMS (1889-1969)

A. H. ROTHSTEIN (1906-1983)

EDWARD SIEGEL (RETIRED)

SUITE 104, BROWARD BUILDING

4417 BEACH BOULEVARD

JACKSONVILLE, FLORIDA 32207

PHONE (904) 398-1419

November 22, 1996

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Corporate Records Bureau
Division of Corporations
Office of the Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: MEGABYTES COMPUTERS & NETWORKING, INC.

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation in duplicate for MEGABYTES COMPUTERS & NETWORKING, INC., together with the registered agent form and our \$122.50 check for the following costs:

Filing Fee	\$ 35.00
Certified copy of Articles	52.50
Registered agent fee	<u>35.00</u>

TOTAL	\$122.50
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I trust you will find the documents to be in order and will return a certified copy of the the Articles of Incorporation after they have been filed.

Sincerely,


Simon D. Rothstein

SDR/mjb

Enclosures

CC: Mr. Dalton E. Chabot

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 25 AM 11:45



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DIVISION OF CORPORATIONS

96 NOV 25 AM 11:45

ARTICLES OF INCORPORATION

OF

MEGABYTES COMPUTERS & NETWORKING, INC.

I, the undersigned, in order to form a corporation for the purpose hereinafter stated, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be and is hereby declared to be MEGABYTES COMPUTERS & NETWORKING, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation, together with, and in addition to those powers conferred by the Laws of Florida and the principles of common law upon corporations organized under and by virtue of the Laws of Florida, is the following:

All lawful business.

In furtherance, and not in limitation, of the general powers conferred by the Laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property within or without the State of Florida, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give

liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within Florida and out of Florida.

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

To acquire the good will, rights of property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said good will, rights, property, and assets in cash, the stock of this company, bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the Laws of the State of Florida.

To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

In general to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not forbidden by the Laws of the State of Florida, and with all powers conferred upon corporations by the Laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this second Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict in any manner the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE III

The amount of the total authorized capital stock which may be issued by the corporation is 500 shares of common stock of \$1.00 par value per share.

All or any part of said capital stock may be payable either in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directors as to the value of such property, labor or services, shall, in the absence of fraud, be conclusive upon the stockholders and the

parties dealing with the corporation. The capital stock may be issued and paid for at such time or times and upon such terms and conditions as the Board of Directors may determine and the amount of the capital stock increased or decreased in the manner provided by law.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V.

The existence of this corporation shall be perpetual and shall commence November 25, 1996.

ARTICLE VI.

The name of the registered agent and the registered office of this corporation in the State of Florida are respectively Dalton E. Chabot, 8081 Philips Highway, Suite 7, Jacksonville, FL 32207.

ARTICLE VII.

The number of directors of this corporation shall be not less than one.

ARTICLE VIII.

The names and post office addresses of the Board of Directors and Officers who, subject to the provisions of these Articles of Incorporation and the By-Laws to be adopted shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Dalton E. Chabot	President, Treasurer and Director	8081 Philips Highway, Suite 7 Jacksonville, FL 32207
Richard A. Neddo	Vice President and Secretary	8081 Philips Highway, Suite 7 Jacksonville, FL 32207

ARTICLE IX.

The name and post office address of the sole subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which he agrees to take are as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
Simon D. Rothstein	1	Suite 104, 4417 Beach Boulevard Jacksonville, FL 32207

The proceeds of which will amount to at least \$500.00.

ARTICLE X.

The post office address of the principal office of the corporation in Florida shall be 8081 Philips Highway, Suite 7, Jacksonville, Florida 32207.

I, the undersigned, being the sole original subscriber to the capital stock of this corporation for the purpose of forming a corporation, in pursuance of the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree

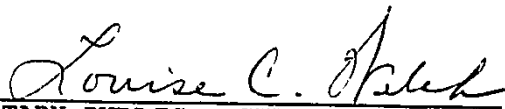
to take the number of shares of stock hereinbefore set forth, and accordingly hereunto have set my hand and seal this 22nd day of November, 1996.


SIMON D. ROTHSTEIN (SEAL)

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22nd day of November, 1996, by Simon D. Rothstein, who is personally known to me or who has produced a valid Florida Driver's License as identification.


NOTARY PUBLIC - STATE OF FLORIDA

LOUISE C. WELCH
Notary Public, State of Florida
My comm. exp. May 9, 1998
Comm. No. CC 362702

(M-9/Megabyte.Art.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That MEGABYTES COMPUTERS & NETWORKING, INC.,
desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation at Jacksonville, Duval County, Florida, has named
Dalton E. Chabot, located at 8081 Philips Highway,
Suite 7, Jacksonville, FL 32207, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named as registered agent and resident agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping said office open.


Dalton E. Chabot
Registered and Resident Agent