

P9600098586

120 HAY STREET
TALLAHASSEE, FL 32301-2607
904-22-9171
904-22-0393 FAX

804-22-8



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

RECEIVED

FILED

96 DEC -4 AM 9:15

ACCOUNT NO. : 052100000032

REFERENCE : 0175237

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 4, 1996

ORDER TIME : 11:49 AM

ORDER NO. : 175237-005

CUSTOMER NO: 3623A

700002019857--1

CUSTOMER: Robert E. Cobb, Esq
ROBERT E. COBB, ESQ

W96-25408

4530 North Federal Highway

Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: SOUTHERN COMPUTER SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

TH
12-6-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: SOUTHERN COMPUTER SERVICES, INC.
Ref. Number: W96000025408

RESUBMIT

Please give original
submission date as file date.

We have received your document for SOUTHERN COMPUTER SERVICES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00054443

RECEIVED
96 DEC -6 AM 8:17
DIVISION OF CORPORATION

**CERTIFICATE OF INCORPORATION
OF
SOUTHERN COMPUTER SERVICES, INC.**

FILED
96 DEC -4 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The name of this corporation shall be:

SOUTHERN COMPUTER SERVICES, INC.

II.

The purposes for which this corporation is formed is to do all and any of the things hereinafter set forth to the same extent as natural persons might or could do, namely: To engage generally in the business of buying, selling, assembling, inspecting, repairing, restoring, owning, operating, and otherwise dealing with computers, computer peripherals, personal property of all types and kinds relating to the sales, service, delivery, maintenance, up-dating of computers, peripherals, and any and all other types of equipment, parts, components, and component systems relating to the computer industry;

To engage generally in the business of providing advice and consultation relating to manufacturing, distribution, service, personnel management, training, re-training, and any and all other services to any and all persons, firms or corporations;

To purchase and sell businesses, real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any work in connection with any and all types of buildings and improvements of any kind and nature whatsoever, including the locating, laying out, and construction of roads, avenues, slips, canals, walls, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof;

To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings of any kind, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, and claims, trademarks, tradenames, and any interest in real and personal property. To borrow money for its corporate purposes, and to make, accept,

corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on the business of the corporation in any place or places within or without the jurisdiction of the United States of America, and in any and all countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of or deal with real and personal property at such place or places;

To make, enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient to the business of the corporation, or business of a similar nature, with any persons, firms, corporation, either private, public, or municipal body politic under the Government of the United States of America, or any State or Country, Territory or Colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida pertaining to corporations for profit. To do all and everything necessary, suitable and proper for the purpose, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with any other corporation or corporations, firms, or individuals and either as principal or agent, and to do all or any and every other act, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation, and the enjoyment and exercise of such general powers as are conferred upon corporations for profit, organized under the Laws of the State of Florida, pertaining to corporations for profit.

III.

The authorized capital stock of this Corporation shall be 7,500 share of Common Stock having a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. These shares of stock shall be offered in accordance with Section 1244 of the Internal Revenue Code of the United States of America. Property, labor or services may be purchased and paid for with Capital Stock of this Corporation at a just valuation to be fixed by the Board of Directors at

V.

The principal place of business of this corporation shall be:

**5500 North West 21st Terrace,
Building 27, Office East,
Fort Lauderdale, FL 33305.**

VI.

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

JOSEPH L. ONIMUS

**8586 Tourmaline Blvd.,
Boynton Beach, FL 33437**

JANICE F. ONIMUS

**8586 Tourmaline Blvd.,
Boynton Beach, FL 33437.**

VII.

The names and post office addresses of the Officers of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

President,

**JOSEPH L. ONIMUS
8586 Tourmaline Blvd.,
Boynton Beach, FL 33437**

Vice-President/Secretary

**JANICE F. ONIMUS
8586 Tourmaline Blvd.,
Boynton Beach, FL 33437.**

VIII.

The number of Directors of this Corporation shall be not less than two, nor more than five.

IX.

The initial post office address of the principal office of the Corporation in the State of Florida is:

**5500 N. W. 21st Terrace,
Building 27, Office East
Fort Lauderdale, FL 33305.**

and ROBERT E. COBB has been named as the Registered Agent of the Corporation, and the address is: 4530 North Federal Highway, Ft. Lauderdale, FL 33308.

The names and post office address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which he/she agrees to take, paying therefor One Dollar (\$1.00) for each share, is as follows:

JOSEPH L. ONIMUS 8586 Tourmaline Blvd.,
Boynton Beach, FL 33437,

NUMBER OF SHARES 1,000

IN WITNESS OF THE OF THE FOREGOING, I have hereunto set my hand and seal this 3rd day of December, 1996.


JOSEPH L. ONIMUS

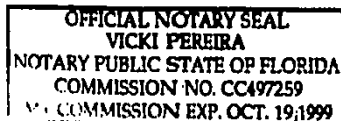
STATE OF FLORIDA]

COUNTY OF BROWARD]

I HEREBY CERTIFY that on this 3rd day of December, 1996, personally came before me, the undersigned authority, JOSEPH L. ONIMUS, to me well known, and known to me to be the person of that name described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that said execution was his free and voluntary act and deed for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, and State of Florida the day and year first above written.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



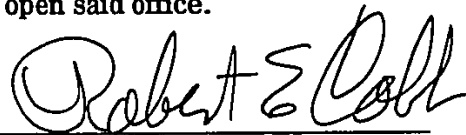
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, FLORIDA STATUTES, the following
is submitted, in compliance with said Act:

FIRST: That SOUTHERN COMPUTER SERVICES, INC. is desiring
to organize under the Laws of the State of Florida, with its principal office as
indicated on the Certificate of Incorporation in the City of Fort Lauderdale,
Florida, has named ROBERT E. COBB, located at 4530 North Federal
Highway, Fort Lauderdale, Florida 33308, as its agent to accept Service of
Process within this State.

ACKNOWLEDGMENT: Having been named 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 provisions of said Act relative to keeping open said office.

By: _____



ROBERT E. COBB
Registered Agent

FILED
96 DEC -4 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA