

01/02/97 11:16
P97000000357

1/02/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:32 AM

((H97000000047 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MIAMI MICRO DISTRIBUTORS INC.
AUDIT NUMBER.....H97000000047
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

REC'D
97 JAN -2 PM 1:00
TALLAHASSEE, FLORIDA

FILED
97 JAN -2 PM 3:44
TALLAHASSEE, FLORIDA

Handwritten signature and date: 1/2/97

H97000000047

ARTICLES OF INCORPORATION**QE****MIAMI MICRO DISTRIBUTORS INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **MIAMI MICRO DISTRIBUTORS INC.**

The principal place of business of this corporation shall be: 2969 Via Napoli
Deerfield Beach, Fl 33442

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000,000 Shares at \$0.01 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Jeffrey Farber 2969 Via Napoli Deerfield Beach, Fl 33442

David Romano 38 Stagecoach Rd. Marshfield, Mass. 02050

William H. Marsden 5 Boulder Glew Rd. Hingham, Mass. 02043

Eric Limont 69 Bartletts Island Marshfield, Mass. 02050

Prepared by: Jeffrey Farber
2969 Via Napoli
Deerfield Beach, Fl 33442
(954) 698-9931

H97000000047

01/02/97

13:16

NO.222

003

H9700000047

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is(are):

Jeffrey Farber 2969 Via Napoli
Deerfield Beach, Fl 33442

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 2nd day of January, 1997

Signature(s) of Incorporator(s)

Jeffrey Farber

H9700000047

H97000000047

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.

1. The name of the corporation _____

MIAMI MICRO DISTRIBUTORS INC.

2. The name and address of the registered agent and office is:

Jeffrey Farber 2969 Via Napoli
(P.O. BOX NOT ACCEPTABLE)

Deerfield Beach, Fl 33442
(CITY/STATE/ZIP)

SIGNATURE _____

Jeffrey Farber
(Corporate officer)

TITLE President + CEO.

DATE 1/2/97

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE 1/2/97

H97000000047