

P97000001047

BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

97 JAN -6 PM 1:32
INCORPORATION

January 6, 1996

Secretary of States Office
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
97 JAN -6 PM 3:19
TALLAHASSEE, FLORIDA

Re: Florida Golf Incorporated Book, Inc. and
North American Computer, Inc.

Dear Judy:

Attached are Articles Of Incorporation for the two above referenced corporations. Please file both sets of articles and provide a file stamped copy of the articles. Copies are attached for this purpose.

Please contact me then they are filed or if you have any questions, please contact me at 561-3010.

Thank you for your assistance in this matter.

Yours truly,

Berger & Davis, P.A.

Elizabeth Anne Moss
Legal Administrator

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-01706297--01043--006
*****70.00 *****70.00

EAM: sm

Call when Ready

ms 1/6/97

ARTICLES OF INCORPORATION
OF
NORTH AMERICAN COMPUTER, INC.
A FLORIDA CORPORATION

FILED
97 JAN -6 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is North American Computer, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

9033 Glades Road, Suite C
Boca Raton, Florida 33434

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
BRUCE REINGOLD	9033 Glades Road, Suite C Boca Raton, FL 33434
NATALIE ARMSTRONG	9033 Glades Road, Suite C Boca Raton, FL 33434

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:


<u>Name</u>	<u>Address</u>
LEONARD K. SAMUELS	100 N.E. 3rd Avenue, Suite 400 Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of January, 1997.


LEONARD K. SAMUELS
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

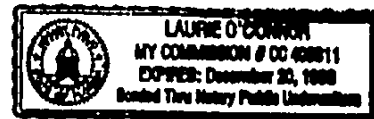
Sworn to and subscribed before me this 3 day of January,
1997, by LEONARD K. SAMUELS.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

Sign: *Laurie O'Connor*
Print Name: Laurie O'Connor



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of NORTH AMERICAN COMPUTER, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of NORTH AMERICAN COMPUTER, INC.

Date: January 3, 1997

Leonard K. Samuels
LEONARD K. SAMUELS
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA