

P97000002277

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/03/97-01167-011
****122.50 ****122.50

SUBJECT: YOUR COMPUTER SOURCE, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☒ \$31.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: KENNETH E. FRANKLIN
Name (Printed or typed)

3900 HARBLOTT DR., SUITE J. P.O. Box 28476
Address

PANAMA CITY BEACH, FL 32411
City, State & Zip

(904) 230-1089
Daytime Telephone number

*called Kenneth,
corrected art of 1st page's
address.*

[8N JAN - 9 1997.

NOTE: Please provide the original and one copy of the articles.

8N JAN - 9 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1996

KEN FRANKLIN
P.O. BOX 28418
PANAMA CITY BEACH, FL 32411

The name YOUR COMPUTER SOURCE INC. has been reserved for 120 days beginning December 10, 1996. The reservation number is R96000005834 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 996A00055202

EFFECTIVE DATE
7/1/97

FILED
97 JAN -3 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
YOUR COMPUTER SOURCE, INC.

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

ARTICLE I NAME

The name of the corporation shall be: YOUR COMPUTER SOURCE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3900 Marriott Drive, Suite J
P.O. Box 28476
Panama City Beach, Florida 32411

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Million (1,000,000) Shares Common Stock with no stated Par value

ARTICLE IV REGISTERED AGENT

The name and address of the initial registered agent is:

KENNETH E. FRANKLIN
3900 Marriott Drive, Suite J.

Panama City Beach, Florida 32411

ARTICLE V CORPORATE PURPOSE

To perform a service to the financial industry. To buy and sell new and used computer goods and services using telemarketing. To engage in the sale, resale, refurbishment, reconfiguration and leasing of any and all new or used hardware in whole or in part manufactured by any hardware manufacturer.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE VI INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the

indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

- (b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.
- (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

ARTICLE VII FISCAL YEAR

The corporation has elected to have a calendar year for tax purposes and therefore the corporation's first year of activity shall commence January 1, 1997.

ARTICLE VIII BOARD OF DIRECTORS

The initial Board of Directors shall consist of a chairman of the Board:

KENNETH E. FRANKLIN
3900 Marriott Drive, Suite J,
P.O. Box 28476
Panama City Beach, Florida 32411

The election of the board of directors shall be held at each annual stockholders meeting as notified by the corporation intent of a meeting with no fewer than 10 or more than 60 days before the meeting date.

The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the articles of incorporation or in the bylaws.

ARTICLE IX OFFICERS

The corporation shall have the officers described in its bylaws or appointed by the board of directors in accordance with the bylaws. The same individual may simultaneously hold more than one office in a corporation.

The initial offices of President, Secretary and Treasury of the corporation shall be held by:

Kenneth E. Franklin

ARTICLE X INCORPORATOR

The sole incorporator of the original Articles of Incorporation for the corporation Computer Source International, Inc. shall be:


Kenneth E. Franklin

3900 Marriott Dr., Suite J,

P.O. Box 28476

Panama City Beach, Florida 32411

IN WITNESS WHEREOF, the undersigned, as incorporator, executes these Articles of Incorporation this 1st day of January 1997.



Kenneth E. Franklin

Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is YOUR COMPUTER SOURCE, INC.

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

KENNETH E. FRANKLIN
(NAME)

3900 HARRIOTT DR., SUITE J.
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

PANAMA CITY BEACH, FL 32411
(CITY/STATE/ZIP)

FILED
97 JAN -3 PM 2:15
TALLAHASSEE, FLORIDA

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.

Kenneth E. Franklin
(SIGNATURE)

JAN 2, 1997
(DATE)