

01-14-1997 13:23

305 358 7832

ACE INDUSTRIES/PRINTING.CORP KIT

P.12

P97000003928

1/06/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:30 PM

((H97000000219 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MICROSERVE COMPUTER CORP.

AUDIT NUMBER.....H97000000219

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

97 JAN 14 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED
97 JAN 14 PM 2:59
TALLAHASSEE, FLORIDA

2002
1/15/97

01-14-1997 13:23
04-822-3709

305 358 7832
01/08/97 16:03 P1. Dept. of State

ACE INDUSTRIES/PRINTING CORP KIT
P1 71

P.11



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1997

ACE INDUSTRIES INC.

SUBJECT: MICROSERVE COMPUTER CORP
REF: W97000000288

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6878.

Tarri Buckley
Corporate Specialist

FAX Aud. #: H97000000219
Letter Number: 697A00000505

H97-00219

FILED

97 JAN 14 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION**

of

MICROSERVE COMPUTER CORP.

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: MICROSERVE COMPUTER CORP. The principal place of business and the mailing address of this corporation shall be 115 N.E. 134th Street, Miami, Florida 33161.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

Prepared by:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

H97-00219

H97-00219

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
FELTON FLAVIUS Director	115 N.E. 134th Street Miami, FL 33161
ELIZABETH FLAVIUS Director	115 N.E. 134th Street Miami, FL 33161

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

FELTON FLAVIUS President	115 N.E. 134th Street Miami, FL 33161
ELIZABETH FLAVIUS Vice President	115 N.E. 134th Street Miami, FL 33161

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

H97-00219

H97-00219

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: Evelyn Margaret Grey, Esquire, AELION & LOREN, P.A., 152 N.E. 167th Street, 5th Floor, North Miami Beach, FL 33162.

ARTICLE XII. SUBSCRIBER

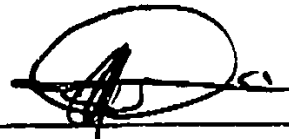
The name and address of the subscriber of these Articles of Incorporation is: Evelyn Margaret Grey, Esquire, AELION & LOREN, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 5th day of December 1996.



FELTON FLAVIUS, President

NETHERLANDS ANTILLES)
) as:
PHILIPSBURG, ST. MAARTEN)

BEFORE ME, the undersigned Notary Public, personally appeared FELTON FLAVIUS, who produced _____ as identification and/or is well known to be the person described in and

H97-00219

H97-00219

who executed the foregoing Articles of Incorporation, as President and a Director of MICROSERVE
COMPUTER CORP., and, upon oath, acknowledged before me, that he made and subscribed the same for
the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Philipsburg, St.
Maarten, Netherlands Antilles, this _____ day of _____, 1996.

Notary Public

My Commission Expires:

H97-00219

H97-00219

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

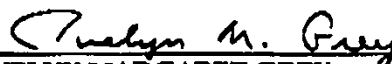
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING SUBMITTED:

FIRST - MICROSERVE COMPUTER CORP., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 115 N.E. 134TH STREET, MIAMI, FL 33161,
HEREBY NAMES EVELYN MARGARET GREY, ESQUIRE, AELION & LOREN, P.A., 152
N.E. 167TH STREET, 5TH FLOOR, NORTH MIAMI BEACH, FL 33162, AS REGISTERED
AGENT FOR MICROSERVE COMPUTER CORP.



FELTON FLAVIUS

HAVING BEEN NAMED TO ACCEPT SERVICE OR 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.



EVELYN MARGARET GREY

REGISTERED AGENT

DATED: 12/12/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 14 PM 3:37

FILED

H97-00219