

P0700007259

TRANSMITTAL LETTER

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

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-01/22/97--01135--012
*****70.00 *****70.00

SUBJECT: ACTION COMPUTER SOLUTIONS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for
~~\$70.00.~~ ~~122.00~~ \$ 70.00

FROM: EDUARDO F. ALMEIDA (Registered Agent)
P.O. Box 21455
Fort Lauderdale, FL 33316
(954) 804-5278

FILED
97 JAN 21 PM 3:12
TALLAHASSEE, FLORIDA

1/24/97

**Articles of Incorporation
of
Action Computer Solutions, Inc.**

FILED
97 JAN 21 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED have executed the following document as Incorporators of the above mentioned corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as Incorporators, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Action Computer Solutions, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried by this corporation are to do any and all things herein mentioned, as fully and to the extent as natural persons might do, viz:

1. Transact and all lawful business;
2. Said corporation shall further have powers:
 - a. to have perpetual succession by its corporate name;
 - b. to sue and be sued, complain and defend in its name in all actions or proceedings;
 - c. to have a corporate seal, which may be altered at its pleasure, and to use the name by causing it, or a facsimile thereof, to be impressed, affixed, or in some manner reproduced;

- d. to purchase, take over, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- e. to make contracts and guarantees and incur liabilities;
- f. to indemnify any person who is or was a director, officer, employee or agent of the corporation to the full extent of the law as permitted by Florida Statute 607.014;
- g. to purchase, sell, barter, transfer, or otherwise deal in electronic equipment, computers, components, software, and hardware;
- h. to design, develop, formulate, engineer and compile applications for computer systems and sell, barter, transfer, or otherwise deal in same.

ARTICLE IV

The aggregate number of shares this corporation shall have the authority to issue is the total sum of 1,000 shares, having an individual par value of \$0.01 per share.

Unless otherwise stated in these Articles or amended, there shall be only one (1) class of stock for this corporation.

ARTICLE V

The street address of the initial registered office and the initial Registered Agent of this corporation shall be:

Eduardo F. Almeida
Action Computer Solutions, Inc.
1133 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

ARTICLE VI

The initial Board of Directors shall consist of a total of two (2) persons. The names and the addresses of the Incorporators and directors of this corporation are:

President / Director	Pedro O. Almeida 8831 N.W. 115 Street Hialeah Gardens, Fl 33018
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Vice President / Director	Eduardo F. Almeida P.O. Box 21455 Ft. Lauderdale, Fl 33335-1455
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ARTICLE VII

The mailing address of the principal office of this corporation shall be:

Action Computer Solutions, Inc.
P.O. Box 21455
Fort Lauderdale, Fl 33335-1455


IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 1 day of December, 1996.



Witness



Witness



Pedro O. Almeida Pres. / Director



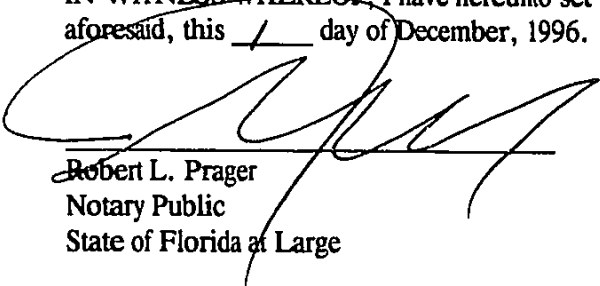
Eduardo F. Almeida V. P. / Director

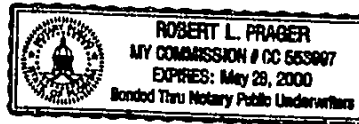
Page 4 - Articles of Incorporation
December 1, 1996

STATE OF FLORIDA }
 } ss:
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, being a Notary Public authorized to take acknowledgments in the State of Florida, County of Broward, personally appeared **Pedro O. Almeida and Eduardo F. Almeida**, known to me and by me to be the persons who executed the foregoing Articles of Incorporation, and have acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal in the State and County aforesaid, this 1 day of December, 1996.


Robert L. Prager
Notary Public
State of Florida at Large



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED

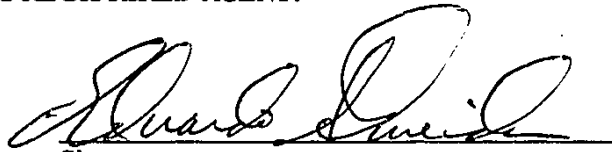
97 JAN 21 PM 3:12

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned, ^{STATE OF FLORIDA} 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 ACTION COMPUTER SOLUTIONS, INC.
2. The name and address of the registered agent and registered office is:

EDUARDO F. ALMEIDA
1133 S.E. 3rd AVENUE
FORT LAUDERDALE, FL 33316

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.


Signature

12/01/96
Date