

LAW OFFICE
OF
KATHRYN M. O'BRIEN, P. A.
ATTORNEY AND COUNSELOR AT LAW

31 - 37TH STREET NORTH
CORNER 1ST AVE. NORTH & 57TH STREET
ST. PETERSBURG, FLORIDA 33710
January 17, 1997

TELEPHONE
(813) 345-6647

997000007559

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: M & N DISCOUNT CORP.

Dear Sir:

Enclosed, please find the original plus one copy of the Articles of Incorporation in the above-titled business entity for filing along with our check in the amount of \$122.50 for the costs of filing the Articles and the designation of Registered Agent as well as issuing the certified copy. Once the Articles have been stamped in, please return the certified copy to this office.

Your prompt attention to this matter is greatly appreciated.

Sincerely,

Kathryn M. O'Brien

Kathryn M. O'Brien, Esquire

KOB:llm

Enclosure

1/27

FILED
97 JAN 21 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
M & N DISCOUNT CORP.
A Florida Corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 21 AM 11:58

FILED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: M & N DISCOUNT CORP.

ARTICLE II

The general nature of the business to be transacted by this corporation is: any and all activity or business permitted under the laws of the United States and the State of Florida, including but not limited to discount sales of computer software and hardware.

ARTICLE III

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 with a par value of \$1.00.

ARTICLE IV

The corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of this corporation in the State

Florida is:

M & N DISCOUNT CORP.
236 - 6th Avenue North
St. Petersburg, FL 33701

ARTICLE VI

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stock holders.

ARTICLE VII

The names and post office address of the first Board of Directors is:

Margarita Krinberg
236 - 6th Avenue North
St. Petersburg, FL 33701

ARTICLE VIII

The street address of the initial registered office of the corporation shall be 236 - 6th Avenue North, St. Petersburg, FL 33701 and the name of the initial registered agent of the corporation is Margarita Krinberg.

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata 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

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

The name and address of the Incorporators signing these articles are:

Margarita Krinberg
236 - 6th Avenue North
St. Petersburg, FL 33701

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 16th day of January, 1997.

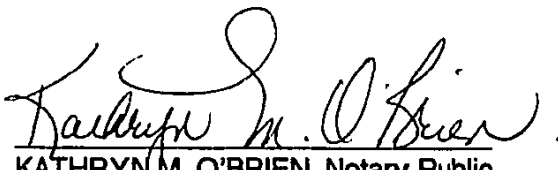
M. Krinberg
MARGARITA KRINBERG

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State

and County set forth above, personally appeared MARGARITA KRINBERG, who produced as identification Fl. Driver License K 651540 435660 and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 16th day of January, 1997.



KATHRYN M. O'BRIEN, Notary Public
My Commission Expires:
Commission No.: CC 476180



KATHRYN M. O'BRIEN
COMMISSION # CC 476180
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

M & N DISCOUNT CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, at the city of St. Petersburg, County of Pinellas, State of Florida, has named MARGARITA KRINBERG, located at 236 - 6th Avenue North, St. Petersburg, FL 33701, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

M. Krinberg.
MARGARITA KRINBERG

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared MARGARITA KRINBERG, known to me personally and known to be the person described in and who executed the foregoing instrument and she acknowledged to and before me that she executed the said instrument for the purposes therein expressed.

WITNESS MY hand and seal this 16th day of January, 1997

Kathryn M. O'Brien
NOTARY PUBLIC
Commission No.:
My Commission Expires:

 KATHRYN M. O'BRIEN
COMMISSION # CC 476180
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
JAN 21 AM 11:58
CLERK OF STATE
TALLAHASSEE FLORIDA