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February 27, 1997

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

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-02/29/97--01077--018  
\*\*\*\*131.50 \*\*\*\*131.50

Subject: Southland Computers & Consulting, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$131.50.

From: Daniel A. Japour  
333-1 East Monroe Street  
Jacksonville, Florida 32202  
(904) 355-4643

Sincerely,

*Daniel A. Japour*  
Daniel A. Japour

3-6-97  
TH

## **ARTICLES OF INCORPORATION**

of

### **SOUTHLAND COMPUTERS AND CONSULTING, INC.**

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

#### **ARTICLE I NAME**

The name of the corporation shall be Southland Computers and Consulting, Inc.

#### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 5103 San Juan Avenue, Jacksonville, Florida 32210.

#### **ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) shares at no par value.

#### **ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: Daniel A. Japour, Attorney at Law, 333-1 East Monroe Street, Jacksonville, Florida 32202.

#### **ARTICLE V INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:

Nider M. Hazouri  
4115 Marquette Avenue  
Jacksonville, Florida 32212

Michael J. Hazouri  
7856 Glen Echo Road North  
Jacksonville, Florida 32211

## **ARTICLE VI NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: Computer sales, servicing and computer consulting.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

## **ARTICLE VII INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

## **ARTICLE VIII TERM**

This corporation shall have perpetual existence.

## **ARTICLE IX DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

## **ARTICLE X INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors of this corporation are:

Nider M. Hazouri  
4115 Marquette Avenue  
Jacksonville, Florida 32212

Michael J. Hazouri  
7856 Glen Echo Road North  
Jacksonville, Florida 32211

## **ARTICLE XI SUBSCRIBERS**

This corporation and post office addresses of the subscribers of these articles of incorporation are:

Nider M. Hazouri  
4115 Marquette Avenue  
Jacksonville, Florida 32212

Michael J. Hazouri  
7856 Glen Echo Road North  
Jacksonville, Florida 32211

## **ARTICLE XII MISCELLANEOUS**

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law

is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect of insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

The Board of Directors may from time to time move the office to any other place in Florida.

### XIII INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in

Relation to matter as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

### ARTICLE XIV AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 26th day of February, 1997.

Walter M. Hartzman

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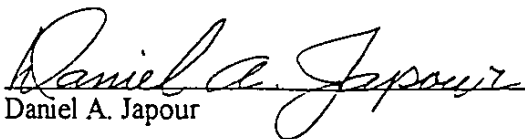
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: Southland Computers and Consulting, Inc.
2. The name and address of the registered agent and office is:

Daniel A. Japour  
333-1 East Monroe Street  
Jacksonville, Florida 32202

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 performances of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Daniel A. Japour

FEBRUARY 26, 1997  
Date