

P 971000022058

W. J. Tremblay, P.A.

Internal Revenue Representation

Audit • Collection • Appeals

1801 S. Federal Highway, Ste. 219, Delray Beach, Florida 33483

(407) 243-6355

Offices In:
Delray Beach
Tampa

Fellow In:
The National Tax
Practice Institute

Member Of:

- National Assoc. of Enrolled Agents
- National Assoc. of Public Accountants
- Florida Assoc. of Enrolled Agents
- Florida Society of Accounting and Tax Professionals, Inc.
- National Society of Tax Professionals
- Institute of Certified Practitioners

Licensed by the
Federal Government

Not registered with
the Florida Board of
Accountancy

February 25, 1997

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

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-03/05/97--01042--001
****122.50 ****122.50

The Articles of Incorporation for Diversified Computer Sales & Marketing, Inc. is hereby submitted for your approval in accordance with Section 607.164 of the Florida Statutes.

A check for \$122.50 to cover the required fees and taxes is enclosed.


Please return the filing acknowledgment and any other material to this office:

W. J. Tremblay, P.A.
1801 S. Federal Hwy, Suite 219
Delray Beach, FL 33483

(561) 243-6355

Very truly yours,

W. J. TREMBLAY, P.A.


W. J. Tremblay, EA, ATA
FOR THE FIRM

FILED
DIVISION OF STATE
CORPORATIONS
97 MAR -5 PM 3:36

cf 3/11/97

Enrolled Agents: The Tax Professionals

Enrolled to Represent Taxpayers Before the Internal Revenue Service

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -5 PM 3:36

Articles of Incorporation

of

Diversified Computer Sales & Marketing, Inc.

The undersigned natural persons, having capacity to contract and acting as the incorporator of this Corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such Corporation, to-wit:

ARTICLE ONE: NAME & MAILING ADDRESS OF CORPORATION

The name of the Corporation is:

Diversified Computer Sales & Marketing, Inc.

c/o W. J. Tremblay, P.A.

1801 S. Federal Hwy., Ste. 219

Delray Beach, FL 33483

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation is to commence its existence upon the filing of these Articles by the Department of State, and will exist perpetually thereafter unless earlier dissolved in the manner prescribed by law.

ARTICLE THREE: PURPOSE AND POWERS

The purpose of the corporation is to engage in, for profit, as a computer sales and marketing company or any lawful act and activity for which corporations may be organized under the

Florida General Corporation Act, and the Corporation shall have such powers as is necessary to effectuate the purpose herein stated, the operation of a sales and management company.

ARTICLE FOUR: CAPITAL STOCK

1. The maximum number of shares which the Corporation shall have the authority to issue is One Hundred (100 shares of Common Stock at One Dollar (\$1.00) per share par value.
2. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

ARTICLE FIVE: PREEMPTIVE RIGHTS

The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest full share) at the price it is offered to others, for any authorized but unissued or treasury stock of such class or series of the Corporation to be issued.

ARTICLE SIX: BOARD OF DIRECTORS

The activities and affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall be such as from time to time shall be fixed by the By-laws of the Corporation; but in no event shall the number be less than one (1). The Board of Directors is expressly authorized to make, alter, or repeal the By-laws of the Corporation. The initial Board of directors shall consist of one (1) directors(s), whose name and address is as follows:

James H. Wickman SS# 141-62-3076

1108 Miramar Drive

Delray Beach, FL 33483

ARTICLE SEVEN: INDEMNIFICATION

The Corporation shall have the power to enter into an indemnity agreement with any officer or director, or any former officer or director, indemnifying the same to the full extent permitted by law.

ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation, and the street address of the initial registered office of the Corporation in the State of Florida is:

W. J. Tremblay, 1801 S. Federal Hwy., Ste. 219, Delray Beach, Florida 33483.

ARTICLE NINE: INCORPORATOR

The name and address of the incorporator hereunder is:

James H. Wickman, 1108 Miramar Drive, Delray Beach, Florida 33483.

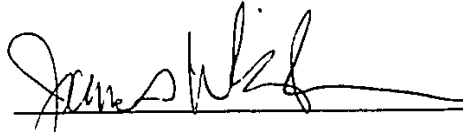
ARTICLE TEN: RESERVED POWERS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida; and all rights and powers conferred on directors or shareholders herein are granted subject to this reservation.

ARTICLE ELEVEN: INFORMAL DIRECTOR ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles, and certifies that the facts herein stated are true.



James H. Wickman, Incorporator

STATE OF FLORIDA

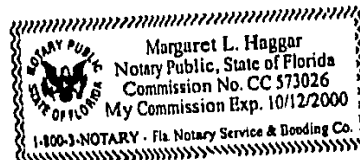
COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, in and for the State of Florida at Large, personally appeared James H. Wickman, the above-named Incorporator and W. J. Tremblay, Registered Agent, with whom I am personally acquainted, who acknowledged the execution of the foregoing instrument for the purpose therein contained.

Witness my hand and official seal in the State and County last aforesaid this 2/28 day of _____, 1997.


Notary Public,
State of Florida at Large

My Commission expires:



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

By W. J. Tremblay
W. J. Tremblay
(Resident Agent)

FILED
STATE
CLERK OF COURTS
97 MAR -5 PM 3:36