

**Terrance A. Jones**  
Attorney At Law

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PA7000029633  
June 18, 1997

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

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-06/20/97--01038--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: COMPUTERSMART OF ST. AUGUSTINE, INC.,  
a Florida corporation

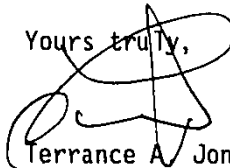
Dear Sir:

I enclose for filing with your office the Articles of Amendment to Articles of Incorporation for the above Florida corporation. Also enclosed is a copy of the Articles for your use in returning to this office a certified copy of same.

A check for \$122.50 is enclosed to cover the cost of this filing.

Your cooperation and assistance are most appreciated. Please do not hesitate to contact this office if you have any questions regarding this enclosure.

Yours truly,

  
Terrance A. Jones

TAJ/bm  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

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Amended Art  
Cert Copy  
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7pgs

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
COMPUTERSMART OF ST. AUGUSTINE, INC.

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

The undersigned, as President of the corporation, under the Florida General Corporation Act, adopts the following as the Amended Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is COMPUTERSMART OF ST. AUGUSTINE, INC.

ARTICLE II - TERMS OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in the Maintenance and sales of computers, computer accessories and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The total number of shares that the corporation shall have the authority to issue is 2,000 shares, of which 1,000 shares, \$250.00 par value, shall be a class designated "preferred shares" and 1,000 shares, \$1.00 par value, shall be a class designated "common shares."

A. Preferred Shares

(1) Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations, as shall hereafter be determined in the resolution or resolutions providing for the issue of such preferred shares from time to time adopted by the Board of

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Directors pursuant to authority so to do which is hereby vested in the Board of Directors.

(2) Each series of Preferred Shares:

- (a) may have such number of shares;
- (b) may have such voting powers, full or limited, or may be without voting powers;
- (c) may be subject to redemption at such time or times and at such prices;
- (d) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares;
- (e) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation;
- (f) may be made convertible into, or exchangeable for, shares of any other class or classes (except a class having prior to superior rights and preferences as to dividends or distribution of assets upon liquidation) or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange, and with such adjustments;
- (g) may be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts;

(h) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and

(i) may have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof;

all as shall be stated in said resolution or resolutions providing for the issue of such preferred shares. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of preferred shares, the number of shares comprising such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

(3) Shares of any series of preferred shares which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible or exchangeable, have been converted into or exchanged for shares of any other class or classes shall have the status of authorized and unissued preferred shares and may be reissued as part of a new series of preferred shares to be created by resolution or resolutions of the board of Directors or as part of any other series of preferred shares, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of

Directors providing for the issue of any series of preferred shares and to any filing required by law.

B. Common Shares

The par value of the common shares shall be payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of the corporation. The common shares of the corporation may be increased or decreased at any time as provided by the laws of Florida.

Subject to all of the rights of the preferred shares or any series thereof, the holders of the common shares shall be entitled to receive, when, as and if declared, out of funds legally available therefore, dividends payable either in cash, shares or otherwise, as provided by Florida law.

Upon any liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, and after the holders of the preferred shares of each series shall have been paid in full the amounts to which they respectively shall be entitled or a sum sufficient for such payment in fulls shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the common shares in accordance with their respective rights and interest, to the exclusion of the holders of the preferred shares.

**ARTICLE V - REGISTERED AGENT**

The name of the registered agent is Terrance A. Jones whose address is 769 Blanding Boulevard, Orange Park, FL 32065.

**ARTICLE VI - DIRECTORS**

The Board of Directors shall consist of two (2) members who need not be residents of the State of Florida or shareholders of the corporation.

#### ARTICLE VII - CURRENT DIRECTORS

The name and address of the person who serve as Directors until the next annual meeting of the shareholders, or until their successor shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas McClain	1069 Birchwood Drive Orange Park, FL 32065
Jimmy D. Gillespie	543 Harrison Avenue Orange Park, FL 32065

#### ARTICLE VIII -PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock of this corporation, either preferred or common, as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

#### ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less then a three-fourths (3/4) vote of the common stock.

#### ARTICLE X -CUMULATIVE VOTING

The shareholders of the common stock of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may

wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate their vote as said election.

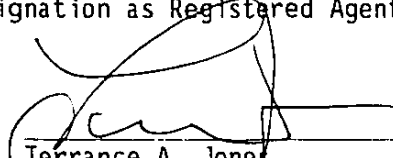
THE FOREGOING AMENDMENT WAS ADOPTED BY UNANIMOUS VOTE OF THE SHAREHOLDERS OF THIS CORPORATION ON THE 9TH DAY OF JUNE, 1997.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this \_\_\_ day of June, 1997.

  
Thomas McClain, President

#### ACCEPTANCE OF NEW REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent for COMPUTERSMART OF ST. AUGUSTINE, INC.

  
Terrance A. Jones

STATE OF FLORIDA  
COUNTY OF CLAY

Before me, the undersigned authority, personally appeared THOMAS MCCLAIN, who is personally known to me, and is known to me to be the President of the stated corporation and the person described in and who subscribed the above Amendment to Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Clay County, Florida, this 12<sup>th</sup> day of June, 1997.

  
Notary Public, State of Florida

Prepared by:  
Terrance A. Jones, Esquire  
Florida Bar No. 454958  
769 Blanding Boulevard  
Post Office Box 401  
Orange Park, FL 32067-0401

My Commission Expires:



Barbara A. Mathis  
MY COMMISSION # CC601929 EXPIRES  
December 25, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.