

P97000040948

April 29, 1997

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

100002165851--2
-05/05/97--01088--006
*****70.00 *****70.00

RE: Rosypal Computers, Inc.

Dear Clerk:

Please find enclosed the Articles of Incorporation of Rosypal Computers, Inc., and my check for \$70.00 for the filing fee.

Thanking you in advance for your help in this matter.

Sincerely,


Richard K. Rosypal

Enclosure as stated.

Richard K. Rosypal
4115 Aurora Road #25
Melbourne, FL 32934-7170

FILED
97 MAY -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROSYPAL COMPUTERS, INC.

FILED
97 MAY -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ROSYPAL COMPUTERS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of operating a business for the purpose of sales and repair of computer systems and for the purpose of transacting any or all lawful business related thereto.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Commons shares".

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 V - PRINCIPAL AND INITIAL REGISTERED OFFICE AND AGENT

The principal address and registered office of this corporation is 4115 Aurora Road #25, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is Richard K. Rosypal.

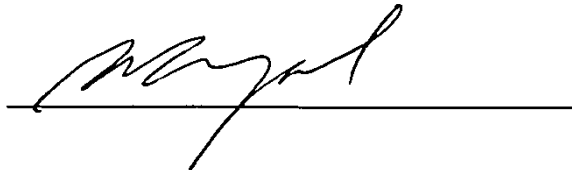
ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are, Richard K. Rosypal, 4115 Aurora Road, #25, Melbourne, Florida 32934-7170; Irma Rosypal, 1920 Stewart Road, #15, Melbourne, Florida 32935, and Tom Reilly, 134 5th Avenue, Ste. #103, Indialantic, Florida 32903.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is Richard K. Rosypal, 4115 Aurora Road, #25, Melbourne, Florida 32934-7170.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of April, 1997.



STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared, RICHARD K. ROSYPAL, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of April, 1997.


NOTARY PUBLIC, STATE AT LARGE,
FLORIDA

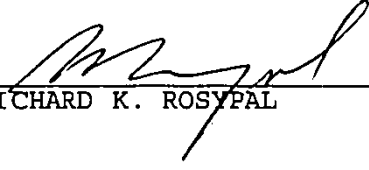
PRINT NAME: Cindy Walker

MY COMMISSION EXPIRES: 7/26/99



ACCEPTANCE OF REGISTERED AGENT

The undersigned, RICHARD K. ROSYPAL, residing at 4115 Aurora Road, #25, Melbourne, Florida 32934-7170, hereby accepts the position and designation of original registered agent of Rosypal Computers, Inc., as designated in Article V of the aforesaid Articles of Incorporation of Rosypal Computers, Inc.


RICHARD K. ROSYPAL

FILED
97 MAY -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA