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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: USED COMPUTERS, INC.

AUDIT NUMBER.....H97000007866

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 AM 7:46

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ARTICLES OF INCORPORATION
OF
USED COMPUTERS, INC.

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97 MAY 13 AM 7:46

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: USED COMPUTERS, INC.

The principal place of business of this corporation shall be:

8405 N.W. 53rd St., Suite B-204 Miami, Florida 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100,000 Shares at \$0.01 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Jeffrey J. Berleue 967 Spoonbill Circle
Weston, Fl 33326

James H. McClain 2235 Fisher Island Dr.
Miami, Fl 33109

Prepared by: James H. McClain
2235 Fisher Island Dr.
Miami, Fl 33109
(305) 597-0246 Ext 3

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ARTICLE VI INCORPORATOR(S)

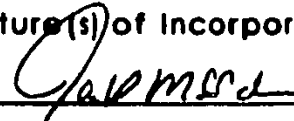

The name(s) and street address(es) of the Incorporator(s) to this articles of Incorporation is(are):

Jeffrey J. Barleue 8405 N.W. 53rd St.
Suite B-204
Miami, Fl 33166

James H. McClain 8405 N.W. 53rd St.
Suite B-204
Miami, Fl 33166

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 13th day of May, 1997.

Signature(s) of Incorporator(s)

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DIVISION OF CORPORATIONS
97 MAY 13 AM 7:46

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

USED COMPUTERS, INC.

2. The name and address of the registered agent and office is:

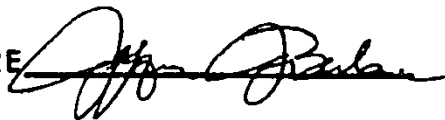
James H. McClain 2235 Fisher Island Dr.

(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33109

(CITY/STATE/ZIP)

SIGNATURE

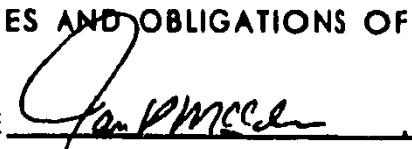


TITLE DIRECTOR

DATE 05/13/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE 05/13/97

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