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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 24, 1997

Secretary of State
Corporate Division
The Capital Building
Tallahassee, Florida 32304

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RE: COMPUTER SPECIALISTS, INC.

Dear Sir:

Enclosed please find original and copy of Articles of Incorporation and a check in the sum of \$122.50.

Please direct all future correspondence to my attention. Your prompt attention and consideration in this matter will be greatly appreciated.

Sincerely,


Bruce E. Pearson, Esquire

Enclosure

PH 7/10/97

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ARTICLES OF INCORPORATION
OF
COMPUTER SPECIALISTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be:
COMPUTER SPECIALISTS, INC.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States Of America and of this State.

ARTICLE III
Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV
Capital Stock

The corporation is authorized to issue 600 shares of common stock, with a par value of \$1.00, which shall be designated "Common Stocks".

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office and principal office of this corporation is: 1207 North Himes Avenue, Suite 2, Tampa, Florida 33607.

The name and address of the initial registered agent of this corporation is: Bruce E. Pearson, 550 North Reo Street, Suite 300, Tampa, Florida 33609.

ARTICLE VI
Initial Board of Directors

This corporation shall have one (1) director 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). The names and addresses of the initial directors of this corporation are:

Name

Address

Warren Rodgers

1207 North Himes Avenue, Suite 2
Tampa, Florida 33607

ARTICLE VII

Incorporator

The name and address of the person signing these articles is:

Name

Address

Warren Rodgers

1207 North Himes Avenue, Suite 2
Tampa, Florida 33607

ARTICLE VIII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX

Stock Transfer Restrictions

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that the shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X

Inspection of Books

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege or examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XI
Telephone Meetings

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XII
Partly Paid Shares

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIII
Interested Directors or Officers

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, for or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV
By-laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XV
Long-Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI
Directors Reliance on Corporate Records

A Director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by any independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts stated herein, this 1st day of July, 1997.

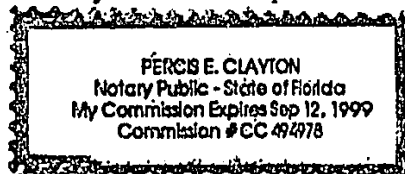
Warren I Rodgers
Subscriber

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared WARREN RODGERS personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation and he 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 1st day of July, 1997.

Percis E. Clayton
NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned having been designated as and appointed as Registered Agent hereby accepts the appointment pursuant to Florida Statutes 67.034 with said acceptance date to be simultaneous with the formation of COMPUTER SPECIALISTS, INC. as a Florida Corporation, pursuant to Florida Law.

DATED at Tampa, Florida on July 1, 1997.


BRUCE E. PEARSON, ESQUIRE