

JOHN Q. CHIN

ATTORNEY AT LAW

SABAL CHASE PROFESSIONAL CENTER

11420 S.W. 109TH ROAD

MIAMI, FLORIDA 33176

TELEPHONE: (305) 271-1682

FACSIMILE: (305) 271-8161

July 7, 1997

New Filing Section  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of PC TechCenter, Inc.  
Our File No. 97-449

100002235311--3

-07/10/97--01092--009

\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Please find enclosed two (2) original Articles of Incorporation for PC TECHCENTER, INC., the Acceptance of Registered Agent, and our office check in the amount of \$122.50 for the following:

1. \$70.00 for filing fees and costs.
2. \$52.50 for a certified copy of the Articles of Incorporation.

If your office finds that the Articles conform to law, please file the corporation and return me a certified copy of the Articles of Incorporation.

If there are any problems, please contact me as soon as possible.

Sincerely,

John Q. Chin

JQC/ss  
Enclosures

cc: Tom Romkey

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 10 PM 1:05

D. BROWN JUL 11 1997

**ARTICLES OF INCORPORATION  
of  
PC TECHCENTER, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**  
**NAME**

The name of the corporation is PC TechCenter, Inc. The address of the principal office of this corporation shall be 1130 South Dixie Highway, Coral Gables, Florida 33146, and the mailing address of the corporation shall be the same.

**ARTICLE TWO**  
**CORPORATE DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the State of Florida.

**ARTICLE THREE**  
**PURPOSE**

This corporation is organized primarily for the purpose of conducting a computer and printer sales and service business and for the general purpose of transacting any and all lawful business.

**ARTICLE FOUR**  
**CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) Shares. Such Shares shall be of a single class, and shall have a par value of Ten Cents (\$.10).

**ARTICLE FIVE**  
**RESTRICTIONS AGAINST TRANSFER OF STOCK**

No shareholder shall have the right to sell, assign, pledge, encumber, mortgage, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale first to the corporation and, if the corporation declines to purchase, then to the remaining

shareholders, as follows:

1. If either the corporation or remaining shareholders, or both, desire to purchase said shares but the parties cannot agree on a price, then the corporation and the transferring shareholder shall each select an appraiser, and the two appraisers shall select a third appraiser who shall be experienced in business, banking and accounting and who shall reside in the County in which the principal place of business of the corporation is located.
2. The three appraisers shall appraise such shares and the majority of the appraisers shall determine the value of such shares. In determining the value, good will shall not be considered. The appraisal shall take place at the offices of the corporation and the appraisers shall notify the parties in writing of the time and place of the appraisal. The corporation and the transferring shareholder shall pay the expenses and fees of the appraiser selected by that party, and both parties shall each pay one-half of the expenses and fees of the third appraiser.
3. The corporation, by and through its board of directors, shall have the first option of purchasing all or a portion of the shares at the appraised or agreed upon value and, thereafter, the remaining shareholders shall have the option of purchasing a pro rata portion of the unpurchased shares at said value.

Notwithstanding the foregoing, a shareholder shall have the right to sell, transfer, assign, pledge, encumber and mortgage his or her shares to the following: any other shareholder; any person approved by all other shareholders with such approval being set forth in a document filed with the secretary of the corporation; to a shareholder's spouse or children who have attained the age of majority; or as may otherwise be provided for in the bylaws. Such transactions of stock shall conform to the bylaws. A shareholder shall also be entitled to enter into a shareholders agreement or a voting trust, and provide for the disposition of his shares after his or her death, by will or otherwise.

Each stock certificate issued by the corporation shall bear the following legend: **These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of the Articles is on file at the principal office of the corporation.**

#### **ARTICLE SIX** **CORPORATE POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE SEVEN** **SHAREHOLDERS CONSENT**

The following actions shall require the affirmative vote or written consent of the holders of 51 percent of the issued and outstanding shares of the corporation: amendment of the articles of

incorporation; merger or consolidation with or into any other corporation; the sale, lease, conveyance, exchange, transfer, or other disposition of substantially all of the property and assets of the corporation; or the voluntary dissolution, liquidation, or winding up of the corporation.

**ARTICLE EIGHT**  
**SECTION 1244 STOCK**

Prior to issuance of any stock, the directors are hereby authorized, empowered and directed to take such action and form such a plan as to comply with all provisions of Section 1244 of the Internal Revenue Code of 1954 in qualifying the stock of this corporation as Section 1244 Stock.

**ARTICLE NINE**  
**REGISTERED AGENT**

The name of the corporation's initial Registered Agent is JOHN Q. CHIN, Attorney at Law, and his address is 11420 S.W. 109th Road, Miami, Florida 33176.

**ARTICLE TEN**  
**DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one. The corporation shall not have less than one director and no more than five directors. The names and addresses of the initial members of the board of directors are:

Tom Romkey	10330 S.W. 58th Avenue
Director	Miami, Florida 33156

**ARTICLE ELEVEN**  
**OFFICERS**

The Officers of the Corporation shall be as follows:

Tom Romkey	10330 S.W. 58th Avenue
President	Miami, Florida 33156
Orlando Rodriguez	2810 S.W. 19th Terrace
Vice-President	Miami, Florida 33145
Churchill W. Bailey	15231 S.W. 80th Street, Suite 305
Secretary	Miami, Florida 33193

**ARTICLE TWELVE**  
**INCORPORATORS**

The name and address of the incorporators are:

Tom Romkey

10330 S.W. 58th Avenue  
Miami, Florida 33156

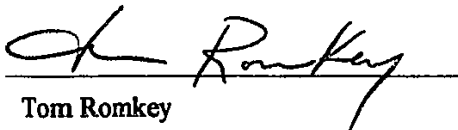
Orlando Rodriguez

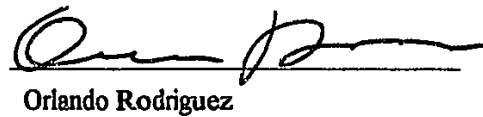
2810 S.W. 19th Terrace  
Miami, Florida 33145

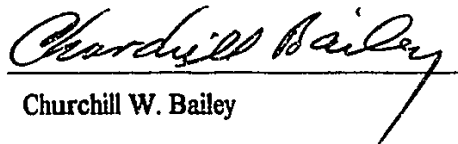
Churchill W. Bailey

15231 S.W. 80th Street, Suite 305  
Miami, Florida 33193

**EXECUTED** by the undersigned incorporator at Miami, Dade County, Florida this \_\_\_\_\_  
day of July, A.D. 1997.

  
Tom Romkey


  
Orlando Rodriguez

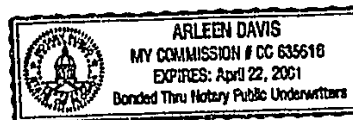
  
Churchill W. Bailey

STATE OF FLORIDA     )  
                                      )  
COUNTY OF DADE     )

THE FOREGOING ARTICLES OF INCORPORATION OF PC TECHCENTER, INC. was acknowledged before me this 9th day of July, A.D. 1997 by:

**TOM ROMKEY, ORLANDO RODRIGUEZ and CHURCHILL W. BAILEY**  
the Incorporators, who are personally known to me or who have produced  
\_\_\_\_\_ [Florida Driver's  
Licenses] as identification and who did take oaths.

  
\_\_\_\_\_  
Notary Public  
Printed Notary Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 10 PM 1:05

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **PC TECHCENTER,**  
**INC.** at the place designated in the foregoing Articles of Incorporation, I

**JOHN Q. CHIN**

agree to act in this capacity, and agree to comply with the provisions of Section  
48.091, Florida Statutes, relative to keeping open such office.

Date: \_\_\_\_\_

7/7/97

John Q. Chin

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