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Robert Rio
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97 JUL 31 AM 11:29

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SECURITY STATE
TALLAHASSEE, FLORIDA

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July 28, 1997

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: FILING ARTICLES OF ORGANIZATION FOR COMPUTER FACTORY
INTERNATIONAL, INC.

Dear Sir or Madam:

700002253707--3
-07/31/97--01053--008
*****70.00 *****70.00

Enclosed please find:

(1) Executed Articles of Organization for Computer Factory
International, Inc.

(2) Designation of Registered Agent/Office for Computer
Factory International, Inc.

(3) Check in the amount of \$70.00 payable to Department of
State.

Please return your acknowledgment to my attention. Thank
you for your assistance.

~~Sincerely yours,~~

Robert Rio

PH 8/1/97

**ARTICLES OF INCORPORATION
FOR
COMPUTER FACTORY INTERNATIONAL, INC.**

FILED
97 JUL 31 AM 11:23
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: COMPUTER FACTORY INTERNATIONAL, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Mailing address: PO Box 1775, Safety Harbor, FL 34695

Business address: 37 Osprey St.
Safety Harbor, FL 34695

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

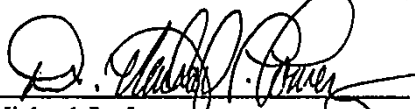
Michael L. Lowery
37 Osprey St.
Safety Harbor, FL 34695

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Michael L. Lowery
37 Osprey St.
Safety Harbor, FL 34695

The undersigned incorporator has executed these Articles of Incorporation this 28th day of July, 1997.


Michael L. Lowery

FILED

97 JUL 31 AM 11:22

TALLAHASSEE, FLORIDA

**DESIGNATION OF
REGISTERED AGENT
AND
REGISTERED OFFICE
FOR
COMPUTER FACTORY INTERNATIONAL, INC.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation submits the following statement in designating the Registered Agent and Registered Office in the state of Florida:

1. The name of the corporation is: Computer Factory International, Inc.
2. The name and address of the registered agent and office is:

Michael L. Lowery
37 Osprey St.
Safety Harbor, FL 34695

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: July 28, 1997


Michael L. Lowery