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JEFF J. MCKIBBEN

ATTORNEY AT LAW

July 29, 1997

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(941) 773-0223

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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IN RE: Articles of Incorporation of
COMPUTER EMPORIUM, INC.

Gentlemen:

Enclosed please find the Original and one (1) copy of the Articles of Incorporation of **COMPUTER EMPORIUM, INC.**, which includes therein the designation of and acceptance by the registered agent. Also enclosed is a check for \$122.50 covering the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	\$ 52.50
Designation of registered Agent	\$ 35.00
TOTAL	\$ 122.50

Once the Articles are filed, please send a certified copy to this office at the above address.

Thank you for your assistance in this matter.

Sincerely yours,

Jean Graham
Jean Graham
Secretary to Mr. McKibben

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TALLAHASSEE, FLORIDA

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enclosures as stated herein

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COMPUTER EMPORIUM, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **COMPUTER EMPORIUM, INC.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to buy and sell computers, as well as any other activity or business legally permissible under the applicable laws of the State of Florida or the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7,500 shares of common stock, each share having a par value of \$1.00. Said authorized shares shall be voting shares.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **COMPUTER EMPORIUM, INC.**, desiring to organize under the laws of the State of Florida, with its principal office in the City of Wauchula, County of Hardee, has named JEFF J. McKIBBEN, located at 106 South Fifth Avenue, Suite B, Wauchula, Hardee County, Florida 33873, as its agent to accept service of process within this State and does designate 106 South Fifth Avenue, Suite B, Wauchula, FL 33873 as the registered office.

ARTICLE VIII - DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than three (3).

ARTICLE IX - INITIAL DIRECTORS

The name and the street address of the initial directors, who shall hold office until their successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DONALD M. FAULKNER	421 N. 9th Avenue Wauchula, FL 33873
MIKELL S. THOMPSON	Post Office Box 536 Zolfo Springs, Florida 33890
JOSEPHINE T. THOMPSON	930 Wisteria Court Wauchula, Florida 33873

ARTICLE X - OFFICERS

The officers of the corporation, who shall hold office until their successors are elected by the Board of Directors, shall be:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
MIKELL S. THOMPSON	President	Post Office Box 536 Zolfo Springs, FL 33873
DONALD M. FAULKNER	Vice-President	421 N. 9th Avenue Wauchula, FL 33873
JOSEPHINE T. THOMPSON	Secretary/ Treasurer	930 Wisteria Court Wauchula, FL 33873

ARTICLE XI - SUBSCRIBER

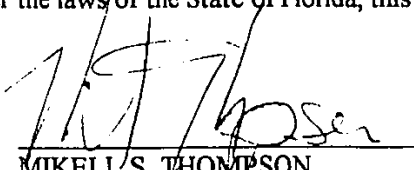
ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing hereof.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority (51%) of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of July, 1997.


MIKELL S. THOMPSON

STATE OF FLORIDA :
COUNTY OF HARDEE :

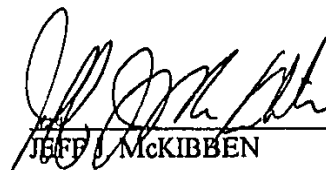
The foregoing instrument was acknowledged before me this 29th day of July, 1997 by MIKELL S. THOMPSON, who is personally known to me.


NOTARY PUBLIC / JEAN M. GRAHAM
STATE OF FLORIDA AT LARGE



ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JEFF MCKIBBEN
Registered Agent