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Amended & Restated Articles

Filed 8-27-97

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5 pgs.

P97000067556

Elaine Maskevich
HOLLAND & KNIGHT

Requestor's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Dataflex Reincorporation, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 AUG 27 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

8/27

Amended
& Reinstated
97 AUG 27 AM 11:40

Examiner's Initials

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DATAFLEX REINCORPORATION, INC.

FILED

97 AUG 27 PM 2:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In accordance with Section 607.1007, Florida Statutes, the Board of Directors of Dataflex Reincorporation, Inc. (the "Corporation"), hereby amends and restates in its entirety the Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

DATAFLEX REINCORPORATION, INC.

ARTICLE II. ADDRESS

The mailing address of the Corporation is:

2145 Calumet Street
Clearwater, Florida 34625

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. CAPITAL STOCK

The capital stock of the Corporation shall be divided into two classes: 20,000,000 shares of Common Stock having no par value per share (the "Common Stock") and 10,000,000 shares of Preferred Stock having no par value per share (the "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof, and the relative rights, preferences, and limitations of each series, and specifically the Board of Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement, or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on Common Stock, (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

ARTICLE VIII. SHAREHOLDER MEETINGS

At an annual meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, or (b) by any shareholder of the Corporation who complies with the notice procedures set forth in this Article VIII and the requirements of Rule 14a-8 under the Securities Exchange Act of 1934.

For a proposal to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to, or mailed and received at, the principal executive offices of the Corporation not less than 60 days prior to the scheduled annual meeting, regardless of any postponements, deferrals, or adjournments of that meeting to a later date; however, if less than 70 days' notice or prior public disclosure of the date of the scheduled annual meeting is given or made, notice by the shareholder, to be timely, must be so delivered or received not later than the close of business on the tenth day following the earlier of the day on which such notice of the date of the scheduled annual meeting was given or the day on which such public disclosure was made.

A shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the annual meeting (a) a brief description of the proposal desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the Corporation's books, of the shareholder proposing such business and any other shareholders known by such shareholder to be supporting such proposal, (c) the class and number of shares of the Corporation's stock that are beneficially owned by the shareholder on the date of such shareholder notice and by any other shareholders known by such shareholder to be supporting such proposal on the date of such shareholder notice, and (d) any financial interest of the shareholder in such proposal.

The presiding officer of the annual meeting shall determine and declare at the annual meeting whether the shareholder proposal was made in accordance with the terms of this Article VIII. If the presiding officer determines that a shareholder proposal was not made in accordance with the terms of this Article VIII, he shall so declare at the annual meeting and any such proposal shall not be acted upon at the annual meeting.

This provision shall not prevent the consideration and approval or disapproval at the annual meeting of reports of officers, directors, and committees of the Board of Directors, but in connection with such reports, no new business shall be acted upon at such annual meeting unless stated, filed, and received as herein provided.

Special meetings of the shareholders of the Corporation for any purpose or purposes may be called at any time by (a) the Board of Directors; (b) the Chairman of the Board of Directors (if one is so appointed); or (c) the President of the Corporation. Special meetings of the shareholders of the Corporation may not be called by any other person or persons.

At any special meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been set forth in the notice of such special meeting.

ARTICLE IX. BYLAWS

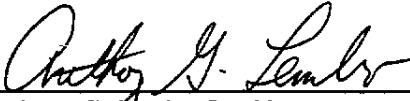
The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of at least 60% of the outstanding shares of Common Stock of the Corporation shall be required to amend or repeal Article VII of these Articles of Incorporation.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and by the sole shareholder, in accordance with § 607.1003, Florida Statutes, on August 22, 1997. The number of votes for the amendments contained herein were sufficient for shareholder approval of such amendments.

The undersigned officer of the corporation has executed these Amended & Restated Articles of Incorporation this 22nd day of August, 1997.



Anthony G. Lembo, President

TPA3-461057.1