

P97000077211

September 2, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002284558--2
-09/04/97--01048--015
****122.50 ****122.50

Dear Corporations Division:

Enclosed you will find:

1. An original Articles of Incorporation and one copy for The PC warehouse, Inc., 321 Lambton Lane, Naples, FL 34104
2. A Certificate of Designation of Registered Agent/Registered Office
3. A cashier's check, No. 4700018466, in the amount of \$122.50 for filing fees.

A certified copy is requested. Please mail to:

David M. Foster
321 Lambton Lane
Naples, FL 34104

My phone number is

(941) 353-6607

Please send responses or receipts concerning this filing to the above address.

Thank you very much.

D-M-F
David M. Foster

FILED
97 SEP -4 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 J. Wadeau SEP 8 1997

ARTICLES OF INCORPORATION
of
THE PC WAREHOUSE, INC.

FILED
97 SEP -4 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

Article I

Name And Address

The name of the Corporation is THE PC WAREHOUSE, INC. The principal place of business and mailing address of this corporation is 321 Lambton Lane, Naples, FL 34104.

Article II

Purpose

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III

Shares

The corporation is authorized to issue one class of stock, that being Five Thousand (5,000) shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article IV

Preemptive Rights

There shall be no preemptive rights for any shareholder.

Article V

Registered Agent

The name and address of the corporation's initial registered agent is David M. Foster, 321 Lambton Lane, Naples, FL 34104.

Article VI

Incorporator

The name and address of the incorporator of this corporation is David M. Foster, 321 Lambton Lane, Naples, FL 34104.

Article VII

Board of Directors

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number and term of the directors shall be established from time to time according to the procedure provided in the Bylaws. The corporation shall have one director initially, and the name and address of such director is David M. Foster, 321 Lambton Lane, Naples, FL 34104.

Article VIII

Indemnification

No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions. The corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

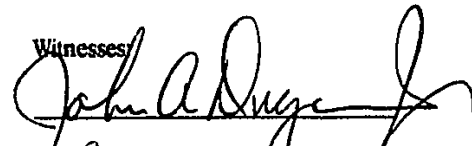

Date: April 21, 1997

Name of Incorporator: David M. Foster

Signature of Incorporator:



Witnesses:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

THE PC WAREHOUSE, INC.

2. The name and address of the registered agent and office is:


DAVID M. FOSTER
321 LAMBTON LANE
NAPLES, FL 34104

FILED
97 SEP -4 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DAVID M. FOSTER, President
DATE 9/2/97

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.

SIGNATURE 

DAVID M. FOSTER
DATE 9/2/97