

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

May 22, 1997

REPLY TO:
208 PONTE VEDRA PARK DR., SUITE 101

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 SEP 23 PM 12:46

P97000083004

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/23/97--01086--014
*****122.50 *****122.50

RE: Articles of Incorporation of
P & L ENGINEERING, INC.

Dear Sir:

Enclosed herein please find original Articles of Incorporation for P & L ENGINEERING, INC. along with our check in the amount of \$122.50 for the filing fee. We have enclosed a photocopy of said Articles of Incorporation which we would like for you to stamp with the document filing information (but is not to be certified) and return to us at:

WATSON & OSBORNE, P.A.
208 Ponte Vedra Park Drive
Suite 101
Ponte Vedra Beach, FL 32082

We trust you will find the enclosures in order, however if additional information is desired, please do not hesitate to contact our office.

Sincerely,

WATSON & OSBORNE, P.A.

Leslie Canady
Legal Assistant

KW/ss

Enclosures

208 PONTE VEDRA PARK DR., SUITE 101
PONTE VEDRA BEACH, FL 32082
18041 273-7000
FAX 18041 273-6389

6888 LILLIAN ROAD
JACKSONVILLE, FLORIDA 32211
18041 724-6333
FAX 18041 727-0890

3030 HARTLEY ROAD, SUITE 200
JACKSONVILLE, FLORIDA 32217
18041 280-8820
FAX 18041 280-5123

1886 DUNN AVENUE, SUITE 2
JACKSONVILLE, FLORIDA 32218
18041 787-7830
FAX 18041 787-7827

2800 MONUMENT ROAD, SUITE 201
JACKSONVILLE, FLORIDA 32225
18041 641-2720
FAX 18041 641-6806

ARTICLES OF INCORPORATION

OF

P & L ENGINEERING, INC.

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

ARTICLE ONE

The name of the corporation is **P & L ENGINEERING, INC.**

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To conduct business normal to the operation of a small sales and service company related to Computers and computer related parts and equipment.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than one (1) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

<u>NAME</u>	<u>SHARES</u>
PAMELA M. BERRY	100

ARTICLE SIX

The street address of the principal office of the corporation is 12717 Allport Road, Jacksonville, Florida 32258.

ARTICLE SEVEN

The names and addresses of the officers of P & L
ENGINEERING, INC. are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PAMELA M. BERRY President, Secretary and Treasurer	12717 Allport Road Jacksonville, FL 32258

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one (1). The name, address and title of the person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
PAMELA M. BERRY	12717 Allport Road Jacksonville, FL 32258

ARTICLE NINE

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
PAMELA M. BERRY	12717 Allport Road Jacksonville, FL 32258

ARTICLE TEN

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by an affirmative vote of the stockholders then holding Fifty-one percent (51%) of its voting

capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Ponte Vedra Beach, Florida on this 18th day of September, 1997.

WITNESSES:

INCORPORATOR:

Sandy Horne
Sandy Horne
Tammy A. Krauss

Pamela M. Berry
PAMELA M. BERRY

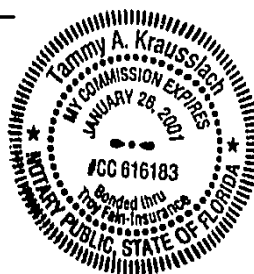
STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and in the County aforesaid to take acknowledgements, personally appeared PAMELA M. BERRY, as Incorporator, President, Secretary and Treasurer of P & L ENGINEERING, INC., to me known to be the person described in or who furnished current Florida drivers license or _____ as identification and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of September, 1997.

Tammy A. Krauss

Notary Public, State of Florida
Commission #:
Commission Expiration date:
(Seal)



INITIAL REGISTERED AGENT OF
P & L ENGINEERING, INC.

The address of the initial registered agent of the corporation is: 12717 Allport Road, Jacksonville, FL 32258, and the name of its initial registered agent at such address is PAMELA M. BERRY.

By her signature below, PAMELA M. BERRY accepts designation as registered agent of P & L ENGINEERING, INC.


PAMELA M. BERRY

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