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Law Office of  
April M. Zwick

2801 University Drive, Suite 203  
Coral Springs, Florida 33065

FILED

97 NOV -3 AM 11:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Telefax (954) 755-6325

Telephone (954) 344-1550

October 24, 1997

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-10/27/97--01045--001

⑤ \*\*\*\*\*122.50 \*\*\*\*\*122.50

re: COMPUTERWIZE, INC.

Gentlemen:

In reference to the above-captioned matter, please find enclosed an original and one (1) copy of the Articles of Incorporation, as well as an original and one (1) copy of the Certificate Designating the Registered Agent. Also enclosed is my draft in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) which represents the following:

Minimal Capital Stock Tax;

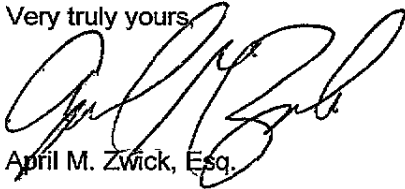
Filing Fee;

Certified Copy Fee; and

Designation of Registered Agent.

Please forward a Certified Copy of the Articles directly to the undersigned, together with your receipt for costs. A pre-paid Federal Express mailer is enclosed for the immediate return of same. Thank you.

Very truly yours,



April M. Zwick, Esq.

AMZ/mm

enclosures

1097-24460  
P. Hall  
NOV - 3 '97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 28, 1997

APRIL M. ZWICK  
2801 UNIVERSITY DR, SUITE 203  
CORAL SPRINGS, FL 33065

SUBJECT: COMPUTERWIZE, INC.  
Ref. Number: W97000024460

We have received your document for COMPUTERWIZE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 597A00052230

*ENCLOSED ARE NEW DOCUMENTS FOR "COMPUTERWIZE GROUP, INC."  
PLEASE FILE & RETURN IN THE ENCLOSED FOLIO MAILER.  
YOU HAVE MY CHECK ALREADY. THANK YOU.*

Articles of Incorporation  
OF  
ComputerWize Guyz, Inc.

FILED

97 NOV -3 AM 11:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: ComputerWize Guyz, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business or businesses to be transacted by the Corporation is: computer sales and service.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time is 500 shares of Common Stock, having a nominal One Dollar (\$1.00) par value.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

**ARTICLE V. TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VI. ADDRESS**

The initial post office address of the initial office of this Corporation in the State of Florida is 4846 N. University Drive, Suite 193, Lauderhill, Florida 33351.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII. DIRECTORS**

The Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than two (2).

**ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS	OFFICE
BRIAN A. LINSS	2800 SW 86th Way Davie, FL 33328	Vice President, Sec'y and Director
JASON A. SPECTOR	7495 NW 44th Avenue Apt. #615 Lauderhill, FL 33319	President, Treasurer and Director

**ARTICLE IX. SUBSCRIBERS**

The names and post office addresses of each subscriber to these Articles of Incorporation are:

NAME	ADDRESS
BRIAN A. LINSS	2800 SW 86th Way Davie, FL 33328
JASON A. SPECTOR	7495 NW 44th Street, #615 Lauderhill, FL 33319

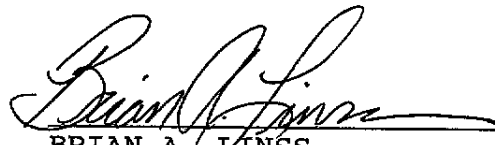
**ARTICLE X. REGISTERED OFFICE and REGISTERED AGENT**

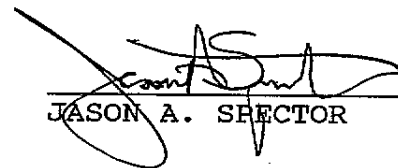
The registered office shall be 4846 N. University Drive, Suite 193, Lauderhill, Florida 33351, and the registered agent is

JASON A. SPECTOR.

ARTICLE XI. 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 them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

  
BRIAN A. LINSS

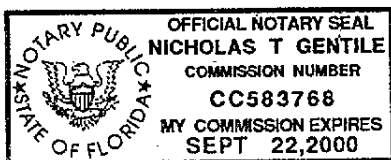
  
JASON A. SPECTOR

STATE OF FLORIDA     )  
                              : SS.  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, appeared BRIAN A. LINSS and JASON A. SPECTOR, to me personally known to be the persons described as the subscribers in, or who presented \_\_\_\_\_ as identification, and who acknowledged before me that they subscribed their names hereto for the purposes therein expressed.

WITNESS my hand and official seal at Coral Springs, Broward County, Florida, this 23 day of October, 1997.

My Commission Expires:



  
NOTARY PUBLIC State of Florida

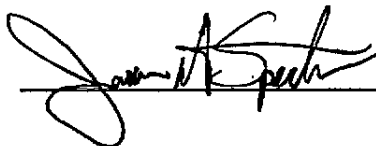
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
97 NOV -3 AM 11:22  
SECRETARY OF STATE-  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT COMPUTERWIZE GUYZ, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LAUDERHILL, STATE OF  
FLORIDA, HAS NAMED JASON A. SPECTOR, LOCATED AT 4846 N. UNIVERSITY  
DRIVE, SUITE 193, CITY OF LAUDERHILL, STATE OF FLORIDA 33351, AS  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: \_\_\_\_\_



TITLE: \_\_\_\_\_

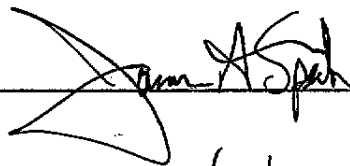
PRESIDENT

DATE: \_\_\_\_\_

10/30/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_



DATE: \_\_\_\_\_

10/30/97