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November 14, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/20/97--01009--010
****122.50 ****122.50

Re: Computer Cooperative Company, Inc.

Dear Sir or Madam:

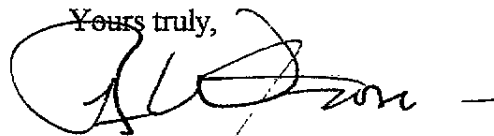
Please find enclosed an original and duplicate of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	35.00
Registered Agent Filing Fees	35.00
Certified Copies of Articles	52.50

I would appreciate your returning a certified copy to me at your earliest convenience.

Thank you for your cooperation and assistance in this matter.

Yours truly,



Richard W. Groner

RWG:mhc
Enclosures

BB
11/24/97

FILED
97 NOV 20 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COMPUTER COOPERATIVE COMPANY, INC.**

FILED
97 NOV 20 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be COMPUTER COOPERATIVE COMPANY, INC. The mailing address for the corporation is 2033 Main Street, Suite 403, Sarasota, Florida 34237.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: general business purposes including but not limited to providing a Cooperative for the purpose of organizing and directing computer-related sales and services.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Richard W. Groner, 2033 Main Street, Suite 403, Sarasota, Florida 34237.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be

either increased or decreased from time to time by the bylaws but shall never be less than two. The name and address of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Patrick W. Goux	10612 Forest Run Drive, Bradenton, Florida 34202
Richard W. Groner	2033 Main Street, Suite 403, Sarasota, Florida 34237
Scott A. Schieb	2033 Main Street, Suite 403, Sarasota, Florida 34237

ARTICLE VII - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: Richard W. Groner, 2033 Main Street, Suite 403, Sarasota, Florida 34237.

ARTICLE VIII - TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof: and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the by-laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid. No shares shall be sold by any shareholder until that written agreement referenced above has been signed by all shareholders.

ARTICLE IX TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS

In the absence of fraud, no contract or other transaction between this corporation and

any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE X - REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.


ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIII - DATE OF COMMENCEMENT

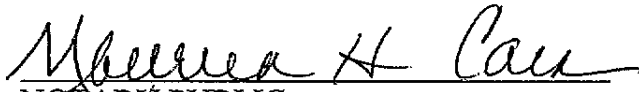
The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of November, 1997.


RICHARD W. GRONER
Subscriber

**STATE OF FLORIDA
COUNTY OF SARASOTA**

The foregoing instrument was acknowledged before me this 14th day of November, 1997, by RICHARD W. GRONER, who is personally known to me.


NOTARY PUBLIC

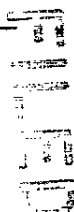


ACCEPTANCE

Having been named to accept service of process for COMPUTER COOPERATIVE COMPANY, INC. at the place indicated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: November 14th, 1997


RICHARD W. GRONER


97 NOV 20 AM 8:40
CLERK OF THE COURT
TALLAHASSEE, FLORIDA