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Florida &
Tennessee

July 29, 1998

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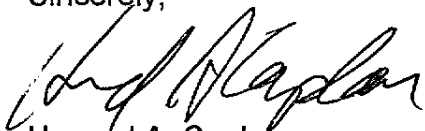
Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 JUL 30 PM 2:59

Dear Sir or Madam:

Enclosed please find the Restated Articles of Incorporation of Univex Direct Computers, Inc. along with the Appointment and Acceptance of Registered Agent and check for the appropriate fee.

Sincerely,


Howard A. Caplan

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enclosures

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Restated Articles
7-30-98

RESTATED
ARTICLES OF INCORPORATION
OF
UNIVEX DIRECT COMPUTERS, INC.

The undersigned Director and sole shareholder files this Restated Articles of Incorporation, pursuant to section 607.1007, Florida Statutes.

ARTICLE I

The name of the corporation is Univex Direct Computers, Inc.-

ARTICLE II

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including computer sales and service.

The corporation shall have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation shall have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00). The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

Shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by bylaw provision or by shareholders' agreement, impose such restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

ARTICLE IV

This corporation shall exist perpetually.

ARTICLE V

The principal office of the corporation initially shall be at 1108 South Third St. Jacksonville Beach Jacksonville, FL 32250. The principal office may be moved to any address that the Board of Directors shall choose, provided however that the principal office shall be in the State of Florida.

ARTICLE VI

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from

contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

ARTICLE VII

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation shall have the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

ARTICLE VIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or

person shall be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

ARTICLE X

The number of directors of the corporation shall be two (2). The number of directors may be changed by bylaw adopted by the shareholders, provided however that the number of directors shall never be less than one (1).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

The registered office shall be and the registered agent at that same address are:

Agent

Howard A. Caplan, Esq.

Registered Office Address

3900 Atlantic Blvd.
Jacksonville, FL 32207

THIS RESTATED Articles of Incorporation was adopted by the sole director and shareholder of the corporation on July 15, 1998.

7-24-98
Dated



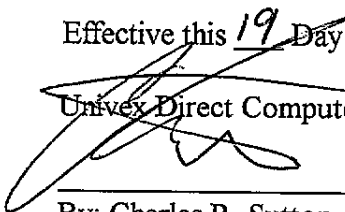
Charles R. Sutton, Sole Director
And Shareholder

APPOINTMENT AND ACCEPTANCE

OF REGISTERED AGENT

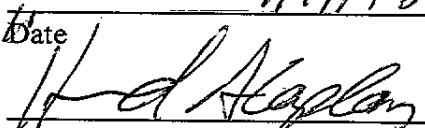
RESOLVED that Howard A. Caplan, Attorney, P.A., is named to accept service of process for Univex Direct Computers, Inc. The Registered Agent's address is 3900 Atlantic Boulevard, Jacksonville, FL, 32207.

Effective this 19 Day of July 1998


Univex Direct Computers, Inc.

By: Charles R. Sutton, President

I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

7/19/98
Date 
Howard A. Caplan, Attorney, P.A.