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SCOTT R. MARSHALL, P.A.  
Attorney At Law

2135 N.E. Coachman Road  
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January 15, 1998

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

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Dear Sir or Madam:

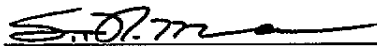
Enclosed please find an original and one copy of the Articles of Incorporation for Thompson's Computer Warehouse, Inc. along with a check for \$122.50. Please returned the certified copy of the Articles to the Registered Agent at the following address:

Scott R. Marshall, Esquire  
Scott R. Marshall, P.A.  
2135 N.E. Coachman Road  
Clearwater, Florida 33765

Thank you for you time and attention to this matter. If you have any questions please do not hesitate to call.

Very truly yours,

SCOTT R. MARSHALL, P.A.

  
Scott R. Marshall, Esquire

Enclosures

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98 JAN 16 AM 10:41  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**THOMPSON'S COMPUTER WAREHOUSE, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME AND ADDRESS OF BUSINESS**

The name of the corporation ("Corporation") is THOMPSON'S COMPUTER WAREHOUSE, INC.

The street address of the principal office of the Corporation is 1338 Mandarin Drive, Holiday, Florida 34691.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE III**

**BUSINESS AND POWERS**

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

## ARTICLE IV

### AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by this Corporation is 1,000 (ONE THOUSAND), all of which shall be Common Shares of the par value of \$0.01 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote for each share at any shareholders' meeting on all matters on which shareholders have the right to vote and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor, or services or any other legal form of consideration.

## ARTICLE V

### INITIAL REGISTERED OFFICE

The initial street address of the Corporation's registered office is 2135 N.E. Coachman Road, Clearwater, Florida 33765. The initial registered agent for the Corporation at that address is SCOTT R. MARSHALL, ESQUIRE.

## ARTICLE VI

### BOARD OF DIRECTORS

A. Initial Board of Directors. The initial board of directors shall consist of one (1) member. The names and address of the persons who will serve on the initial board of directors are:

Daniel C. Thompson  
1338 Mandarin Drive  
Holiday, FL 34691

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

## ARTICLE VII

### OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary, and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

## ARTICLE VIII

### INCORPORATOR

The names and street addresses of the persons signing these articles of incorporation are:

Scott R. Marshall, Esquire  
Scott R. Marshall, P.A.  
2135 N.E. Coachman Road  
Clearwater, Florida 33765

## ARTICLE IX

### INDEMNIFICATION

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1993) or as such law may hereafter be amended (but, in

the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending or completed action, suit or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, (1993) would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and/or officer of the Corporation or other enterprise against any liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The director's breach of, or failure to perform, those duties constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes (1993) would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, reckless or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

## ARTICLE X

### MISCELLANEOUS

#### A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

#### B. Location of Shareholders and Directors Meetings.


Meetings of the Shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of January, 1998.

  
\_\_\_\_\_  
SCOTT R. MARSHALL, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT

Having been designated as Registered Agent of and to accept service of process for THOMPSON'S COMPUTER WAREHOUSE, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3) and agrees to comply with the provisions of F.S. 48.091, relative to keeping the corporation's registered office open.



SCOTT R. MARSHALL, ESQUIRE

Registered Agent

2135 N.E. Coachman Road

Clearwater, FL 33765

(813) 461-3476

Date: 1/15/98

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