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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: COMPUTERS, COMPUTERS UGH!!!, INC.

AUDIT NUMBER.....H98000005431

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. McNig

MAR 24 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

EMPIRE

SUBJECT: COMPUTERS, COMPUTERS UGH!!!, INC.
REF: W98000006247

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FAX Aud. #: H98000005431
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ARTICLES OF INCORPORATION

98 MAR 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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The name of the corporation shall be: COMPUTERS, COMPUTERS UGH III, INC.

The principal place of business and mailing address of the corporation is:

13290 - NW 18TH COURT , PEMBROKE PINES, FL. 33028

The corporation shall have the authority to issue 1000 shares of stock.

The terms of existence is perpetual.

The purpose of the corporation is :

SOFTWARE REPAIR, SOFTWARE INTRUCTIONAL, SALES OF COMPUTER RELATED PRODUCTS

The registered agent and the registered address of the corporation is:

Jorge R. Bolufe
22412 Cypress Wood Lane
Boca Raton, FL. 33428

The initial Board of Directors shall have _____ member(s) whose name(s) and address(es) is/are as follows:

Name	Address	Title
RANA' BAMBI ADAMCHICK	13290-NW 18 th CT. PEMBROKE PINES, FL. 33028	PRESIDENT
DAVID ALAN GAMBREL	9932-NW 19 th ST. PEMBROKE PINES, FL. 33024	SECRETARY

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

The name and address of the incorporator is:

Jorge R. Bolufe
22412 Cypress Wood Lane
Boca Raton, FL 33428

Dated 3/13/98

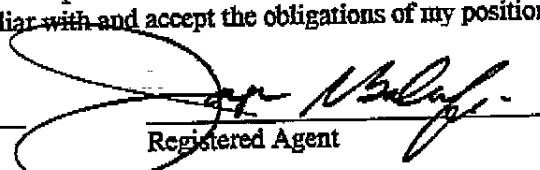

Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Prepared by:

Jorge R. Bolufe

Dated 3/13/98


Registered Agent

22412 Cypress Wood Lane
Boca Raton, FL 33428
(561) 477-0342

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