P9800027085

Peter Scaglione, Jr.

2127 W. DR. MARTIN LUTHER KING, JR. BLVD TAMPA, FLORIDA 33607-6511 PHONE (813) 872-8543 DIGITAL BEEPER (813) 852-7411

FACSIMILE (\$13) 870-3610

March 17, 1998

Florida Department of State Division of Corporations P O Box 6327 Tallahassee, Florida 32314

500002466295---4 -03/20/98--01077--003 ****245.00 ****122.50

. In Re:

CW, Inc. - Articles of Incorporation

PC Distributors, Inc. - Articles of Incorporation

To Whom It May Concern:

Enclosed herein please find the Articles of Incorporation of CW, Inc. and PC Distributors, Inc., as well as check number 4827 in the amount of \$245.00 to cover the relevant fees.

Should you have any questions, please advise.

Sincerely Yours.

PETER SCAGLIONE, JR., ESQUIRE

PS/bb

Enclosures:

Articles of Incorporation for CW, Inc.; Articles of Incorporation

for PC Distributors, Inc.; Check # 4827

98 MAR 20 AM 10: 28
SECANASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

P C Distributors, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be: P C Distributors, Inc. The principal place of business of this Corporation shall be: 1607 Cleveland Street, Tampa, Florida 33606.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida or any other State, Country, Territory or Nation. The specific purpose of this Corporation's business is computer wholesaling.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

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SECRETARY OF STATE
AHASSEE, FLORIDA

ARTICLE IV - ADDRESS

The street address of initial registered office of the Corporation shall be: 1607 Cleveland Street, Tampa, Florida 33606, and the name of the initial Registered Agent of the Corporation at that address is: Eddie H. Diaz.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII - STAT. 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Statute 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII - SUB-CHAPTER "S" PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter "S" corporation.

ARTICLE IX - DIRECTORS

This Corporation shall have one (1) director initially. The name and street address of the initial member of the Board of Directors is:

Eddie H. Diaz 1607 Cleveland Street Tampa, Florida 33606

ARTICLE X - OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

OFFICE	OFFICER	ADDRESS
President	Eddie H. Diaz	1607 Cleveland Street Tampa, Florida 33606
Vice-President	Dean Lee Moss	1511 West Barr Drive Tampa, Florida 33603
Secretary/ Treasurer	Robert Martin Pizzio	10511 Windrock Place Tampa, Florida 33624

ARTICLE XI - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation are:

NAME	ADDRESS	SHARES OF COMMON STOCK ISSUED
Eddie H. Diaz	1607 Cleveland Stree Tampa, Florida 3360	,

IN WITNESS WHEREOF, the undersigned, Eddie H. Diaz, hereunto sets his hand and

seal on this 17 day of March, 1998.

EDDIE H. DIAZ (SEAL)

I AM HEREBY familiar with and accept the duties and responsibilities as Registered

Agent for P C Distributors, Inc.

EDDIE H. DIAZ-REGISTERED AGENT

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me by EDDIE H. DIAZ who is personally known/produced identification on this _______ day of March, 1998.

Personally Known ______ OR Produced Identification _____

Type of I.D. Produced ______

NOTARY PUBLIC

BONNIE A. BRUZDZIAK
MY COMMISSION # CG 68C398
EXPIRES: September 15, 2001
Bonded Thru Natary Public Underwiturs

Name Stamped, Comm. Date, Expiration Date

THIS INSTRUMENT PREPARED BY:

Peter Scaglione Jr., Esquire 2127 W. M.L. King Jr., Blvd. Tampa, Florida 33607 98 MAR 20 AM 10: 28
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