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31 Ocean Reef Drive
Suite C-300
Key Largo, Florida 33037
(305) 367-5850

FILED
98 APR 13 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 3, 1998

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

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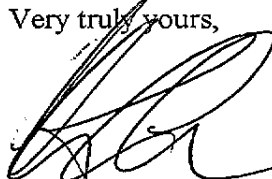
Gentlemen:

On behalf of Conal's Computer Rescue, Inc. (the "Corporation"), I enclose the following:

1. Articles of Incorporation
2. Certificate Designing the Corporation's Resident Agent in Florida

Also enclosed is a check in the amount of \$122.50 for filing fees. Please return a certified copy of the Articles to the undersigned at the above address.

Very truly yours,



Kenneth A. Luban

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F. CHESSE

APR 14 1998

**ARTICLES OF INCORPORATION
OF
CONAL'S COMPUTER RESCUE, INC.**

ARTICLE I. The name of the corporation is Conal's Computer Rescue, Inc. (the "Corporation").

ARTICLE II. The Corporation shall have a perpetual existence.

ARTICLE III. The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the General Corporation Act of the State of Florida, whether granted by specific statutory authority or by construction of law.

ARTICLE IV. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares, \$.01 par value per share.

ARTICLE V. The street address of the initial registered office and the principal office of the Corporation is 14 Corrine Place, Key Largo, Florida 33037. The mailing address of the initial registered office and the principal office of the Corporation is P.O. Box 191, Key Largo, Florida 33037.

ARTICLE VI. The name of initial registered agent of the Corporation is Conal D. Ryan. The street address of the initial registered agent of the Corporation is 14 Corrine Place, Key Largo, Florida 33037. The mailing address of the initial registered agent is P.O. Box 191, Key Largo, Florida 33037.

ARTICLE VII. The initial Board of Directors shall consist of one person, whose name and address is as follows:

Conal D. Ryan
14 Corrine Place
Key Largo, Florida 33037

The number of directors may be increased or decreased from time to time in the manner provided in the By-laws of the Corporation.

ARTICLE VIII. The name and address of the incorporator of the Corporation is Conal D. Ryan, 14 Corrine Place, Key Largo, Florida 33037.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on this 3rd day of April, 1998.



Conal D. Ryan

Dated: April 3, 1998

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted to compliance with said Act:

That Conal's Computer Rescue, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicted in the Articles of Incorporation at Key Largo, Monroe County, Florida, has named Conal D. Ryan, located at 14 Corrine Place, Key Largo, Florida 33037, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation at the place designated by this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to the proper and complete performance of my duties.


Conal D. Ryan

Date: April 3, 1998

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