

C. WILLIAM CURTIS, III
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 11:50

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April 23, 1998

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

RE: Pace Services, Inc.

To Whom It May Concern:

Enclosed is an original and one copy of the articles of incorporation and registered agent designation for Pace Services, Inc., and a check for \$70.00 to cover the filing fees. Please file stamp the copies and return them to me as soon as possible.

Very truly yours,

Bill Curtis

C. William Curtis, III
Attorney at Law

Enclosures (2)

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ARTICLES OF INCORPORATION
OF
PACE SERVICES, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Pace Services, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 3410 Kori Road, Jacksonville, Florida 32257.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are C. William Curtis, III, 1935 San Marco Boulevard #6, Jacksonville, Florida 32207.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are C. William Curtis, III, 1935 San Marco Boulevard #6, Jacksonville, Florida 32207.

ARTICLE VI - NATURE OF BUSINESS

The specific nature of business of this Corporation is computer equipment sales.

ARTICLE VII - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation will be indemnified to the fullest extent permitted by Florida law.

ARTICLE VIII - BYLAWS

The Board of Directors will adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all the members of the Board of Directors.

ARTICLE IX - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of April, 1998

C. William Curtis, III

C. William Curtis, III, Incorporator

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 607.0501, Florida Statutes (1997), Pace Services, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Corporation is Pace Services, Inc.
2. The name and address of the registered agent and office are C. William Curtis, III, 1935 San Marco Boulevard #6, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, C. WILLIAM CURTIS, III, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. C. WILLIAM CURTIS, III, FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND C. WILLIAM CURTIS, III, IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.

C. William Curtis, III

C. William Curtis, III

Date: April 23, 1998