

TRANSMITTAL LETTER
998000042197

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

300002515683--4
-05/07/98--01091-009
****131.25 ****131.25

SUBJECT: MEMORY BROKERS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROBERT RAY COYLE
Name (Printed or typed)

3252 NOLTURNER RD.
Address

VENICE FL. 34293
City, State & Zip

(941) 493-2773
Daytime Telephone number

98 MAY -7 AM 10:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

TA-5/11/98

ARTICLES OF INCORPORATION of MEMORY BROKERS, INC.

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

Article I: The name of the corporation is: Memory Brokers, Inc.

Article II: The initial street address of the principal office of the corporation in the State of Florida is: 3252 Nocturne Rd. Venice, Florida 34293

Article III: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock having a par value of ONE DOLLAR (\$100) per share.

Article IV: The initial Registered Agent is Robert Ray Coyle.
The Registered Office is located at: 3252 Nocturne Rd. Venice, Florida 34293

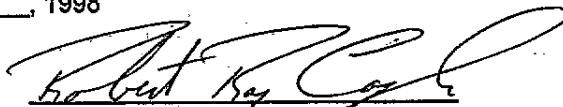
Article V: This corporation shall have one director initially. The number of directors may be increased or decreased by By-laws adopted by the stockholders at any time and from time to time.

The named post office address of the member of the first board of directors is: Robert Ray Coyle, 3252 Nocturne Rd. Venice, Florida 34293-3750

The corporation is to exist perpetually.

The corporation may engage in any activity or business permitted by the laws of the United States and of the State of Florida. The principal activity of the corporation will be to own and operate a Computer Sales and Service Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 5 day of MAY, 1998


Robert Ray Coyle

98 MAY -7 AM 10:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of MEMORY BROKERS, INC.**

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATION THE REGISTERED OFFICE. REGISTERED
AGENT, IN THE STATE OF FLORIDA

The name of the corporation is Memory Brokers, Inc.

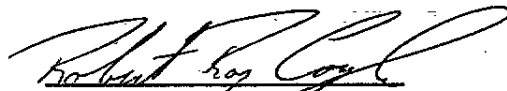
The name and address of the registered agent and office is:

Robert Ray Coyle
3252 Nocturne Rd.
Venice, Florida 34293

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 I am familiar with and accept the
obligations of my position as registered agent.

Having been named as Registered Agent at the registered office
designated in the foregoing articles, the undersigned accepts the designation a
registered agent

Registered Agent:



Robert Ray Coyle

5-5-98

Date

98 MAY -7 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED