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Arthur N. Razor, Esq  
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Suite 210  
Coral Springs, FL 33071  
954-295-0352-office  
954-566-6607-Fax

JUNE 2, 1998

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-06/10/98--01031--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: CAPTAIN C.D. ROM AND COMPUTERS, INC.

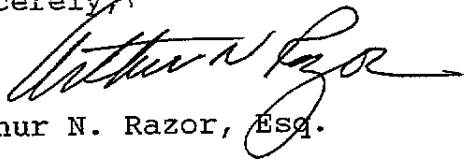
To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, as referred above, together with a check for \$70.00.

This represents the cost of the Filing Fees, Articles of Incorporation and fee for registered Agent Designation.

Please stamp the extra copy and return by fax to 954-566-6662 at your earliest convenience.

Sincerely,



Arthur N. Razor, Esq.

Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS  
6/11

ARTICLES OF INCORPORATION  
of  
CAPTAIN C.D. ROM AND COMPUTERS, INC.

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

ARTICLE I - CORPORATE NAME

The name of the corporation :Captain C.D. Rom and Computers, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred(500 ) shares of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

Arthur N. Razor, Esq  
934 N. University Dr.  
Suite 210  
Coral Springs, Fl 33071

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director of the corporation are as follows:

Darren Frankel  
6804 Sterling Rd.  
Hollywood, FL 33024

ARTICLE VII - OFFICERS

The following individual shall hold office for the Corporation as designated below:

Darren Frankel-----President

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:


Darren Frankel  
6804 Sterling Rd  
Hollywood, FL 33024

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is as follows:

6804 Sterling Rd.  
Hollywood, FL 33024

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of June, 1998.

  
\_\_\_\_\_  
Darren Frankel

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF Broward    )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

Darren Frankel  
known to me and has provided the following identification

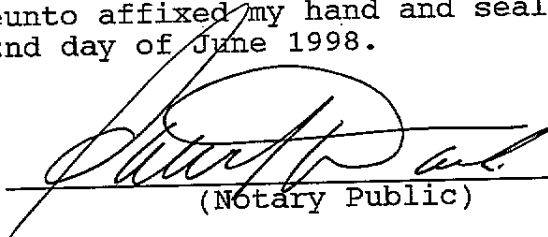
FLORIDA DRIVER'S LICENSE - NO: F-652-168-68-418-0  
(type of identification)

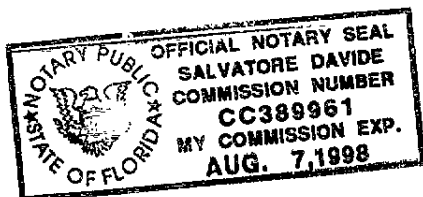
and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 2nd day of June 1998.

Commission expires:

My

  
(Notary Public)



Salvatore G. Davide  
(Printed Name of Notary)

CERTIFICATE OF REGISTERED AGENT

of

CAPTAIN C.D. ROM AND COMPUTERS, INC

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TALLAHASSEE, FLORIDA

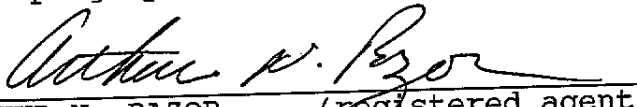
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

934 University Dr.  
Suite 210  
Coral Springs, FL 33071

has named ARTHUR N. RAZOR located at the aforesaid address, as Registered 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 in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
ARTHUR N. RAZOR (registered agent)

The name and address of the Initial Registered Agent of this Corporation is:

ARTHUR N. RAZOR, ESQ.  
934 N. University Dr.  
Suite 210  
Coral Springs, FL. 33071

Date: JUNE 2, 1998