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98 JUN 15 PM 12:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500002559255--6

-06/15/98--01025--005

\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. B & M Computer Systems, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 6/15

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

P. Hall

JUN 15 1998

DIVISION OF CORPORATION

98 JUN 15 AM 10:58

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9

Examiner's Initials

LAW OFFICES  
**JOSEPH MARTIN DOBKIN**  
MARCUS CENTRE  
9990 S.W. 77TH AVENUE  
PENTHOUSE THREE  
MIAMI, FLORIDA 33156-2699

TELEPHONE (305) 661-7000  
TELECOPIER (305) 274-0220  
CABLE ADDRESS "DOBKINLAW"

ASSOCIATED OFFICE:  
MIRANDA & MIRANDA, LTDA.  
CARRERA 7A. No. 32-33 OF. 803  
SANTA FÉ DE BOGOTÁ, COLOMBIA, S.A.  
TEL.: (57-1) 341-3855  
FACSIMILE: (57-1) 285-9094

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

DATE: June 12, 1998

FROM: Joseph M. Dobkin, Esquire  
9990 S.W. 77th Avenue  
Penthouse Three  
Miami, FL 33156-2699  
(305)661-7000

Enclosed is an original (and one copy) of the Articles of Incorporation and a check for \$122.50, which represents the filing fee and a certified copy.

Your prompt attention to this matter would be greatly appreciated.

**ARTICLES OF INCORPORATION  
OF  
B & M COMPUTER SYSTEMS, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I--NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is B & M Computer Systems, Inc., and its principal place of business shall be 7 Orange Drive, Key Largo (Monroe County), Florida 33037.

**ARTICLE II--DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

**ARTICLE III--PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business; particularly, sales and servicing of computer systems to businesses and individuals.

**ARTICLE IV--CAPITAL STOCK**

This corporation is authorized to issue 500 shares of common stock at one dollar (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V--PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

**ARTICLE VI--INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this corporation is:

Joseph M. Dobkin, Esquire  
9990 S.W. 77th Avenue  
Penthouse Three  
Miami (Miami-Dade County), Florida 33156-2699  
Phone: (305)661-7000; Fax: (305)274-0220.

**ARTICLE VII--DIRECTORS**

Initially, this corporation shall have Bruce Mohamed and Mary B. Mohamed, as directors, who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and, thereafter, this corporation shall have no less than one director constituting the initial Board of Directors. The number of Directors may either be increased or decreased from time to time by the Bylaws. The name and address of the initial directors is as follows:

Bruce Mohamed  
7 Orange Drive  
Key Largo (Monroe County), Florida 33037

Mary B. Mohamed  
7 Orange Drive  
Key Largo (Monroe County), Florida 33037

#### **ARTICLE VIII--OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

President: Bruce Mohamed  
7 Orange Drive  
Key Largo (Monroe County), Florida 33037

Vice President: Mary B. Mohamed  
7 Orange Drive  
Key Largo (Monroe County), Florida 33037

Secretary: Mary B. Mohamed  
7 Orange Drive  
Key Largo (Monroe County), Florida 33037

Treasurer: Bruce Mohamed  
7 Orange Drive  
Key Largo (Monroe County), Florida 33037

#### **ARTICLE IX--INCORPORATOR**

The name and address of the incorporator signing these Articles is:

Bruce Mohamed  
7 Orange Drive  
Key Largo (Monroe County), Florida 33037

#### **ARTICLE X--INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The officer or director shall be personally liable for monetary damages to the corporation and any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his or her duties as an officer or director as provided by Florida Statute Section 607.0831 (1990).

**ARTICLE XI-AMENDMENT**

This corporation reserves a right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

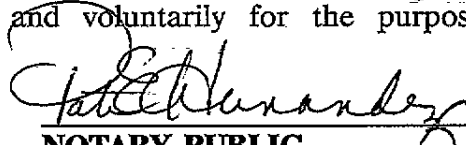
A witness hereof the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 4/12/98

  
\_\_\_\_\_  
**BRUCE MOHAMED,**  
**President/Incorporator**

STATE OF FLORIDA       )  
COUNTY OF MIAMI-DADE   )

**BEFORE ME**, the undersigned authority, personally appeared **BRUCE MOHAMED**, who is personally known to me and who after first being duly sworn, executed the foregoing instrument freely and voluntarily for the purpose therein expressed.

  
\_\_\_\_\_  
**NOTARY PUBLIC**

My Commission Expires: --



Patricia E Hernandez  
My Commission CC516812  
Expires Dec. 22, 1999

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT**  
**UPON WHOM SERVICE MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:  
Bruce Mohamed, as Incorporator of B & M Computer Systems, Inc., desiring to organize  
or qualify under the laws of the State of Florida, has named Joseph M. Dobkin, Esquire  
as its initial agent to accept service of process within the State of Florida.

Dated this 12th day of June, 1998.

By: \_\_\_\_\_

**BRUCE MOHAMED,**  
**President/Incorporator**

STATE OF FLORIDA     }  
COUNTY OF MIAMI-DADE }

**BEFORE ME**, the undersigned authority, personally appeared **BRUCE MOHAMED**, who is personally known to me and who after first being duly sworn, executed the foregoing instrument freely and voluntarily for the purpose therein expressed.

\_\_\_\_\_  
**NOTARY PUBLIC**

My Commission Expires:



Patricia E. Hernandez  
My Commission CC516812  
Expires Dec. 22, 1999

**ELECTION UNDER 1362 INTERNAL REVENUE**  
**CODE "S" CORPORATION ELECTION**

RESOLVED that the corporation does elect to be taxed as a small business corporation for business tax purposes under the provisions of Section 1362, Internal Revenue Code, as it hereafter exists or is subsequently amended.

FURTHER RESOLVED that the officers of the corporation are to obtain and file within the time required by law, the consent of all shareholders of this corporation to this election and further do such other acts and deeds as may from time to time be required to fully comply with the requirements of Section 1362, Internal Revenue Code.

FURTHER RESOLVED that the officers of the corporation are authorized and directed to execute with the Internal Revenue Service, any and all proper forms or documents required or necessary, including Form 2553 of the United States Treasury Department, Internal Revenue Service, for this corporation to be taxed as a small business corporation, an "S" corporation under the Internal Revenue Code.

FURTHER RESOLVED that the secretary of the corporation is directed to attach a copy of Form 2553, "election by small business corporation," to the minutes at the time that this form is filed with the Internal Revenue Service.

  
\_\_\_\_\_  
**BRUCE MOHAMED,**  
**President/Incorporator**

STATE OF FLORIDA        )  
COUNTY OF MIAMI-DADE    )

**BEFORE ME**, the undersigned authority, personally appeared **BRUCE MOHAMED**, who is personally known to me and who after first being duly sworn, executed the foregoing instrument freely and voluntarily for the purpose therein expressed.

  
\_\_\_\_\_  
**NOTARY PUBLIC**

My Commission Expires: \_\_\_\_\_



Patricia E Hernandez  
Patricia E Hernandez  
My Commission CC516812  
Expires Dec. 22, 1999

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for B & M Computer Systems, Inc., 7 Orange Drive, Key Largo, Monroe County, Florida 33037, I hereby 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 a registered agent.

Dated this 12 day of June, 1998.

By:

  
**JOSEPH M. DOBKIN,**  
**Registered Agent**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**AFFIDAVIT**

STATE OF FLORIDA       )  
COUNTY OF MIAMI-DADE   )

**BEFORE ME**, the undersigned authority, personally appeared **BRUCE MOHAMED** and **MARY B. MOHAMED**, who being by me first duly sworn, depose and say:

1. That it is the intention of Bruce Mohamed and Mary B. Mohamed to engage in a business enterprise under the name of B & M Computer Systems, Inc. at 7 Orange Drive, Key Largo, Florida 33037 in Monroe County, Florida.

2. That the business is a service consisting of sales and servicing of computer systems.

3. That this is a Subchapter S Corporation, and Bruce Mohamed and Mary B. Mohamed are the owners of same.

**FURTHER AFFIANT SAYETH NAUGHT.**

  
\_\_\_\_\_  
**BRUCE MOHAMED**

  
\_\_\_\_\_  
**MARY B. MOHAMED**

**SWORN TO AND SUBSCRIBED** before me this 17th day of Jan, 1998  
at Miami, Miami-Dade County, Florida.

  
\_\_\_\_\_  
**NOTARY PUBLIC**

My Commission Expires:



Patricia E Hernandez  
My Commission CC516812  
Expires Dec. 22, 1999

  ✓   Affiants Personally Known  
       Affiants Produced Identification  
Type of Identification Produced: \_\_\_\_\_