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FILED

98 JUL 10 AM 10:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DENNIS R. HABER, P.A.  
1450 MADRUGA AVE., SUITE 305  
CORAL GABLES, FL 33146

City/

Office Use Only

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

1. AFFORDABLE TECHNOLOGY WHOLESALES, INC.  
(Corporation Name) (Document #) 300002584953-7  
-07/10/98--01029--004  
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(Corporation Name) (Document #)

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  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input 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
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION

FOR

FILED

AFFORDABLE TECHNOLOGY WHOLESALERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned as subscriber to these Articles of Incorporation, is a natural person competent to contract, and hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation will be *Affordable Technology Wholesalers, Inc.*

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in and conduct any and all lawful business as permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the Corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase their pro-rata share thereof at the same price and under the same terms as that which is offered to that party.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business at the time of the filing of these Articles of Incorporation with the Department of State.

#### ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is *1450 Madruga Avenue, Suite 305, Coral Gables, Florida 33146*. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is Dennis R. Haber of *Dennis R. Haber, P.A., 1450 Madruga Ave., #305, Coral Gables, FL 33146*.

#### ARTICLE IX. DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may be increased or diminished, from time to time, according to the By-laws adopted by the stockholders, but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not

specifically provided for herein.

No contract or other transaction by this corporation or between this corporation and any other firm or corporation shall in anyway be affected or invalidated by the fact that any of its Directors or Officers are pecuniarily, have interests in or are Directors or Officers of such other firm or corporation, provided that those interests are disclosed and shall be known to the Board of Directors of the Corporation or such other Board member who shall be present at any meeting of the Board at which an action upon such contract or transaction is taken; and any Director of the corporation who is also a Director or Officer of another corporation or has interests in, is counted when determining the existence of a quorum at any meeting of the Board of Directors of the corporation who authorizes any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

#### ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officers of the corporation are:

***SETH WEILER***  
President

1450 Madruga Ave., #305  
Coral Gables, FL 33146

#### ARTICLE XI. SUBSCRIBER

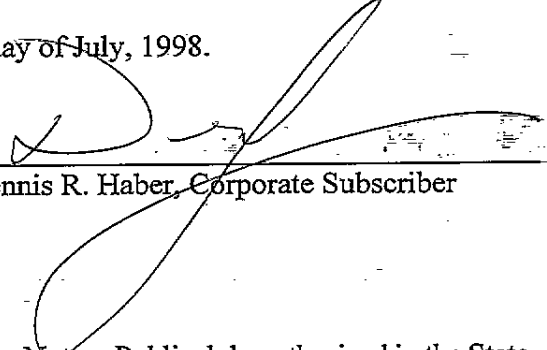
The name and post office address of the Subscriber to these Articles of Incorporation is DENNIS R. HABER, 1450 Madruga Ave., #305, Coral Gables, FL 33146.

#### ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved by a majority of stockholders at a stockholders meeting who are entitled to vote, or by all

the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of **AFFORDABLE TECHNOLOGY WHOLESALERS, INC.** this 8 day of July, 1998.

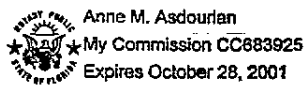
  
Dennis R. Haber, Corporate Subscriber

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DENNIS R. HABER to me known to be the person described as Subscriber and who executed the foregoing Articles of Incorporation for **AFFORDABLE TECHNOLOGY WHOLESALERS, INC.**

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 8 day of July, 1998.

  
Notary Public



**DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this State naming the agent upon which process may be served and the names and addresses of the officers and directors.

***AFFORDABLE TECHNOLOGY WHOLESALERS, INC.***

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

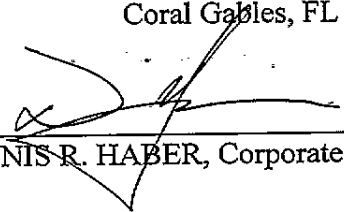
***AFFORDABLE TECHNOLOGY WHOLESALERS, INC.***, a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 1450 Madruga Ave., #305, Coral Gables, Miami-Dade, Florida 33146, has named Dennis R. Haber of Dennis R. Haber P.A. as its agent to accept service of process within this State.

OFFICERS & DIRECTORS:

***SETH WEILER***  
President

SPECIFIC ADDRESS:

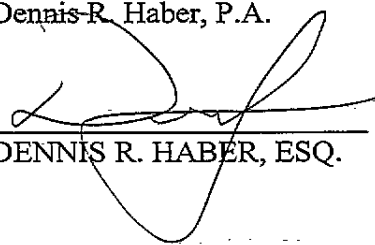
1450 Madruga Ave., #305  
Coral Gables, FL 33146

  
\_\_\_\_\_  
DENNIS R. HABER, Corporate Subscriber

**ACCEPTANCE**

I agree as Registered Agent of *AFFORDABLE TECHNOLOGY WHOLESALERS, INC.* to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process), at the above Florida designated address, in some conspicuous place in the office as required by law.

Dennis R. Haber, P.A.

By:   
DENNIS R. HABER, ESQ.

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