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TRANSMITTAL LETTER

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

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-07/23/98--01083--014
*****78.75 *****78.75

SUBJECT: __A-PLUS COMPUTER TECHNOLOGIES, INC.__ .
(Proposed corporate name - must include suffix)

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

[x] $78.75 Filing Fee & Certificate

FROM: __PAUL M. DOWNEY__ .
Name (printed or typed)

__5680 NOBIS CIRCLE__ .
Address

__HOMOSASSA, FLORIDA 34448__ .
City, State & Zip

__(352) 628-1719__ .
Daytime Telephone Number

98 JUL 23 AM 9:39
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE
8-1

ARTICLES OF INCORPORATION

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

ARTICLE I   NAME

The name of the corporation shall be: A-PLUS COMPUTER TECHNOLOGIES, INC.

ARTICLE II   PRINCIPAL OFFICE

The principal place of business of this corporation shall be:
5680 NOBIS CIRCLE, HOMOSASSA, FLORIDA 34448.

The mailing address of this corporation shall be:
5006 E. COLONIAL DR., SUITE 730, TAMPA, FLORIDA 33611.

ARTICLE III   SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000.

ARTICLE IV   INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
PAUL M. DOWNEY, 5680 NOBIS CIRCLE, HOMOSASSA, FL 34448.

FILING FEE: $70.00

EFFECTIVE DATE

ARTICLE V   INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CHAIRMAN/PRESIDENT: PAUL M. DOWNEY, 5680 NOBIS CIRCLE, HOMOSASSA, FLORIDA 34448

VICE CHAIRMAN/VICE PRESIDENT: BRADLEY D. HOWERTER, 5006 E. COLONIAL DR., SUITE 730, TAMPA, FLORIDA 33611.

VICE CHAIRMAN/VICE PRESIDENT: CRAIG A. MCGUIRE, 7309 BRIDGEVIEW CIRCLE, APT. 112, TAMPA, FLORIDA 33634.

The purpose of this corporation is to provide all of the technical system and support needs of the clients. This corporation will accomplish this purpose by providing on-site computer technical services, with the goal of client satisfaction, while generating a profit.

This corporation will maintain an S Corporation status until a majority vote by the initial incorporators listed above, the Board of Directors, and the Shareholders has been reached, which in turn has decided to change this status due to future requirements.

CORPORATE PROVISIONS

Provision I: Management of this corporation will be directed and regulated by the initial three incorporators: Paul M. Downey, Bradley D. Howerter, and Craig A. McGuire. Although the Board of Directors and the shareholders have the right to vote on issues concerning management and regulations, these three initial incorporators have an indefinite vested interest in this corporation and therefore will always have the final vote for issues and/or regulations.

Provision II: The voting process by the three initial incorporators, listed in Provision I, will hereby require all three incorporators to agree before any issue and/or action can be executed in this corporation. The vested interest by the incorporators is as follows: Paul M. Downey 40%, Bradley D. Howerter 30%, and Craig A. McGuire 30%, therefore equaling 100% of the corporation. Although the shares are balanced to give the Chairman/President more shares for his experience and capital, no decision and/or action can be made without the consent and authorization of at least one other Vice-President, of the names listed in Provision I.

Provision III: The three initial incorporators, listed in Provision I, have the unlimited power and/or rights to change any policy, regulation, or guidelines at anytime, as long as they follow correct voting procedure in Provision III.

Provision IV: The corporation has the power to issue stock in one share class only, in accordance with the Internal Revenue Service requirements for a S Corporation.

Provision V: The Board of Directors have the authority to vote on certain regulated items, to be determined by the three initial incorporators, listed in Provision I.

Provision VI: The Board of Directors shall be responsible for maintaining the rights of the shareholders. They should make decisions for the best interest of the company, as well as for the shareholders.

Provision VII: The Board of Directors has the authority to remove anyone from the company, except the three initial incorporators listed in Provision I. Their removal power may be overturned by one of the initial incorporators.

Provision VIII: The Shareholders will receive dividends based on the voted decisions of the Board of Directors, and/or the Initial Incorporators listed in Provision I.

Provision IX: The Par Value is $1.00 per share and the shares are A class shares. There will only be one class of shares in accordance with the Internal Revenue Service requirements for a S Corporation.

Provision X: This corporation (A-Plus Computer Technologies, Inc.), the Board of Directors, and the three initial incorporators: Paul M. Downey, Bradley D. Howerter, and Craig A. McGuire, will not be held responsible for any personal liability to the shareholders. For further clarification, refer to Provision XII.

Provision XI: All shareholders who purchase shares of stock in this corporation do so at their own risk.

Provision XII: All other bylaws will be listed in the corporation policy and procedure manual, which will be updated by the three initial incorporators as required.

ARTICLE VI   EFFECTIVE DATE

The effective start date of this corporation is the _1ST_ day of _AUGUST_ , 19 _98_ .

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
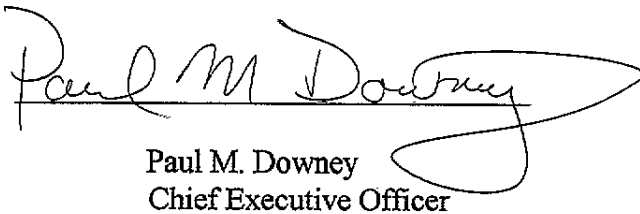
_17TH_ day of _JULY_ , 19 _98_ .

_Paul M Do_____
Signature

_Bradley B Howar_____
Signature

_Craig A M_____
Signature

July 17, 1998

I, Paul M. Downey, hereby accept appointment as Registered Agent for A-Plus Computer
Technologies, Inc., on this Seventeenth day of July, Nineteen Hundred Ninety Eight.

Paul M. Downey
Chief Executive Officer