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**LAW OFFICES OF JUSTIN G. JOSEPH, P.A.**  
**ATTORNEYS AT LAW**

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August 11, 1998

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

Re: Computers R Us, Inc.

Dear Sir(s):

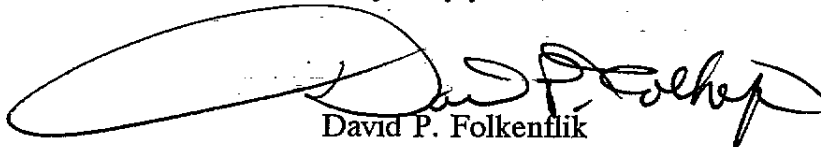
Enclosed for filing with your office, please find proposed Articles of Incorporation for Computers R Us, Inc.

Additionally, I am enclosing my firm check in the amount of \$70 to cover the following itemized expenses:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ <u>35.00</u>
<b>TOTAL</b>	<b>\$ 70.00</b>

Thank you for your assistance in this matter.

Very truly yours,

  
David P. Folkenflik

DPF:km  
Enclosure(s)

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-08/13/98-01064-015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION.

OF

COMPUTERS R US, INC.

The undersigned MICHAEL R. PHILLIPS does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be COMPUTERS R US, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is for the purpose of providing computer related sales and services.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock with par value of One Dollar (\$1.00).

The initial stockholder(s) shall be MICHAEL R. PHILLIPS and ANN MARIE PHILLIPS. Initial stock issued shall be Five Hundred Twenty-Five (525) shares to ANN MARIE PHILLIPS; and, Four Hundred Seventy-Five (475) shares to MICHAEL R. PHILLIPS. The 1,000 shares issued to the initial shareholders shall not be transferred or conveyed in any manner without the written consent of all shareholders of the corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 308 North Highland Avenue, Clearwater, Florida, 33755 and the name of the initial registered agent of this corporation at that address is MICHAEL R. PHILLIPS.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

The officers of the corporation shall be ANN MARIE PHILLIPS, President; and MICHAEL R. PHILLIPS, Secretary/Treasurer.

ARTICLE VIII

INCORPORATORS

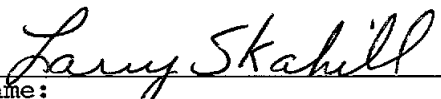
The name and address of the initial incorporator to these Articles of Incorporation are:

  
MICHAEL R. PHILLIPS

308 N. Highland Ave.  
Clearwater, FL 33755

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 10th day of July, 1998, MICHAEL R. PHILLIPS, who is ~~personally known to me~~ or who has produced ( ) a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; ( ) a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; ( ) a U.S. Military I.D.; ( ) a Canadian or Mexican Driver's License issued by an official agency; ( ) for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did)(did not) take an oath.

  
Name:  
Notary Public-State of Florida  
Commission No.:

NOTARY PUBLIC - STATE OF FLORIDA  
LARRY SKAHILL  
COMMISSION # C0729608  
EXPIRES 3/30/2002  
BONDED THRU ASA 1-888-NOTARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

COMPUTERS R US, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Clearwater, State of Florida, has named MICHAEL R. PHILLIPS, located at 308 North Highland Avenue, Clearwater, Florida 33755 as its agent to accept service of process within Florida.

SIGNATURE: \_\_\_\_\_

TITLE: INCORPORATOR

DATE: \_\_\_\_\_

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

\_\_\_\_\_  
MICHAEL R. PHILLIPS

Date \_\_\_\_\_

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