



ACCOUNT NO. : 072100000032

REFERENCE : 963490 10258A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 16, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 963490-005

CUSTOMER NO: 10258A

CUSTOMER: Dennis S. Silver, Esq  
DENNIS S. SILVER, ESQ

200002641012-4  
-09/16/98-01056-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

8486 South Tamiami Trail  
Sarasota, FL 34238

DOMESTIC FILING

NAME: ELITE SOFTWARE AND HARDWARE,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 16 PM 3:06

RECEIVED  
98 SEP 16 PM 2:16  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
ELITE SOFTWARE AND HARDWARE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 16 PM 3:06

ARTICLE I: NAME

The name of this corporation is ELITE SOFTWARE AND HARDWARE, INC.

ARTICLE II: TERM

This corporation shall commence to exist on the date of filing of these Articles with the Florida Department of State and shall exist perpetually or until legally dissolved.

ARTICLE III: PURPOSE

This corporation is organized for the following purposes:

To engage in the buying and selling of computer software and hardware, and to engage in conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing purposes or necessary or convenient to carry on the business of the corporation or to effect or promote the purposes for which the corporation is formed.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V: INITIAL BUSINESS OFFICE

The street address of the initial business office of this

corporation is 3016 Tanglewood Drive, Sarasota, Florida, 34239, and the mailing address is the same.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 3016 Tanglewood Drive, Sarasota, Florida, 34239.

ARTICLE VII: INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Raymond H. Garriott, whose address is 3016 Tanglewood Drive, Sarasota, Florida, 34239.

ARTICLE VIII: DIRECTORS

This corporation shall have no directors, initially.

ARTICLE IX: MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the officers of this corporation.

ARTICLE X: OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Raymond H. Garriott, whose address is 3016 Tanglewood Drive,

Sarasota, Florida, 34239, shall serve as President. Joanna Garriott, whose address is 3016 Tanglewood Drive, Sarasota, Florida, 34239, shall serve as Vice President, Secretary and Treasurer.

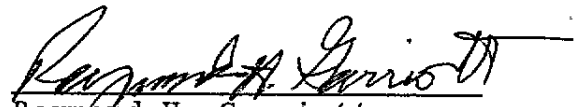
ARTICLE XI: INCORPORATORS

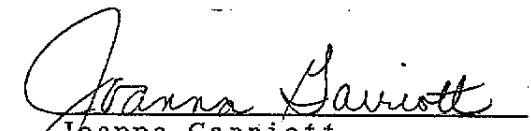
The name and addresses of the persons signing these Articles are Raymond H. Garriott and Joanna Garriott, both of 3016 Tanglewood Drive, Sarasota, Florida, 34239.

ARTICLE XII: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15<sup>th</sup> day of September, 1998.

  
Raymond H. Garriott  
Incorporator

  
Joanna Garriott  
Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 16 PM 3:06

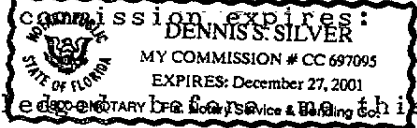
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this  
15 day of September, 1998, by Raymond H. Garriott, who has  
produced a Florida driver's license as identification.

NOTARY PUBLIC:

Dennis S. Silver

My commission expires:

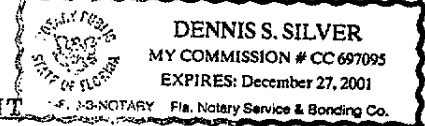


The foregoing instrument was acknowledged before me this  
15 day of September, 1998, by Joanna Garriott, who has produced  
a Florida driver's license as identification.

NOTARY PUBLIC:

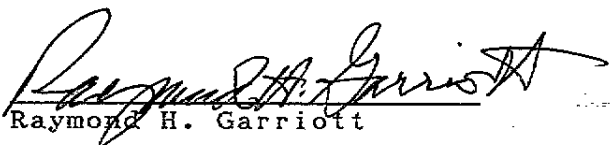
Dennis S. Silver

My commission expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation  
at the registered office designated in the foregoing Articles of  
Incorporation, the undersigned accepts the designation.

  
Raymond H. Garriott