

P98000084901

Law Office of William J. DiPetrillo  
5001 Hiatus Rd.  
Sunrise, FL 33351

September 8, 1998

Secretary of State  
P.O. Box 6327  
Division of Corporations  
The Capital  
Tallahassee, FL 32314

000002638080--8  
-09/14/98--01050--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re. Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Nickell Enterprises, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,



Prepared by:  
William J. DiPetrillo  
5001 Hiatus Road  
Sunrise, FL 33351

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -1 PM 3:23

R. Purinton OCT 2 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 17, 1998

LAW OFFICE OF WILLIAM J. DIPETRILLO  
5001 HIATUS RD.  
SUNRISE, FL 33351

SUBJECT: NICKELL ENTERPRISES INC.  
Ref. Number: W98000021234

We have received your document for NICKELL ENTERPRISES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 498A00047076

**ARTICLES OF INCORPORATION  
OF  
Nickell Computer Corp.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation ~~not for~~ profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

**ARTICLE I. Name.** The name of the Corporation is

Nickell Computer Corp.

**Article II. Term of Existence.** This corporation shall have perpetual existence.

**Article III. Nature of Business.** This corporation will engage in any legal business permitted under the laws of the United States and of this State. Main course of business is obtaining old computers and giving them to schools and needy programs.

**Article IV. Capital Stock.** This corporation authorized to issue 1000 shares with \$1.00 per value.

**Article V. Voting Rights.** Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**Article VI. Preemptive Rights.** Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 VII. Initial Registered Office and Agent.** The Street address of the initial registered office of the corporation is 4126 Inverrary Boulevard, Suite 2201, Lauderhill, FL 33319

The name of the initial registered agent of the corporation at that address is Wayne Forbes.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS.** The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by - laws but never less than one.

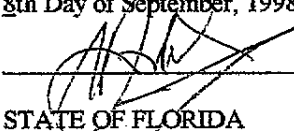
**ARTICLE IX. INCORPORATOR.** The person signing these Articles of Incorporation has the following name and address: Wayne Forbes, 4126 Inverrary Boulevard, Suite 2201, Lauderhill, FL 33319.

**ARTICLE X. BY-LAWS.** The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI. AMENDMENT.** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XII.** The street address of the principal place of business is 4126 Inverrary Boulevard, Suite 2201, Lauderhill, FL 33319.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th Day of September, 1998.

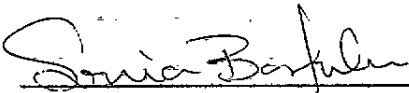
  
\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, WAYNE FORBES, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this 28th Day of September, 1998.

  
\_\_\_\_\_

NOTARY PUBLIC

Commission:



Sonia Bortolin  
MY COMMISSION # CC644575 EXPIRES  
May 6, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.


**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

TO: Secretary of State State of Florida Division of Corporations Department of State Tallahassee, FL.

32304

I, Wayne Forbes, do hereby consent to serve as registered agent for the corporation, Nickell Computer Corp. this 8th Day of September, 1998.

X

  
WANE FORBES

Address of registered agent:

4126 Inverrary Boulevard, Suite 2201, Lauderhill FL 33319

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