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Mr. Allen S. Lynch  
823 Eagle Lane  
Apollo Beach, FL 33572-2719

Wednesday, January 06, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: Computer Doctor of Tampa Bay, Inc.


Ladies and Gentlemen:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 representing the filing fee.

Please return the enclosed copy of the articles to me at the address listed above.

Thank you for your consideration in this matter.

Sincerely,

  
Allen S. Lynch

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99 JAN -8 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Articles of Incorporation  
of  
Computer Doctor of Tampa Bay, Inc.

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TALLAHASSEE, FLORIDA

1. **Name.**

The name of the Corporation is Computer Doctor of Tampa Bay, Inc..

2. **Principal Office and Registered Agent.**

Its registered office in the State of Florida is 823 Eagle Lane, in the City of Apollo Beach, County of Hillsborough. The name of its registered agent at such address is Allen S. Lynch.

3. **Purposes.**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. **Capital Stock.**

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with No Par Value.

5. **Incorporator.**

The name and mailing address of the incorporator is: Allen S. Lynch, 823 Eagle Lane, Apollo Beach, FL 33572-2719.

6. **Existence.**

The date when corporate existence shall commence shall be the date of filing these Articles with the Florida Division of Corporations and shall have perpetual existence thereafter.

7. **Liability of Stockholders.**

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. **Management.**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the corporation, provided that the Corporation shall always have at least one (1) but no more than ten (10) directors. The names and addresses of the initial directors of the Corporation, who shall serve until their successors(s) are duly elected and qualified, are:

Allen S. Lynch            823 Eagle Lane  
                                 Apollo Beach, FL 33572

Mary Ann Lynch        823 Eagle Lane  
                                 Apollo Beach, FL 33572

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

#### **9. Indemnification**

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent of the law.

#### **10. Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 6th day of January, 1999

  
Allen S. Lynch  
Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

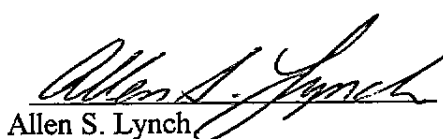
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#### **ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree 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.

Dated: January 6, 1999

  
Allen S. Lynch