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**CARTER
THOMAS**
LAW OFFICES LLP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DONALD J. THOMAS, P.A.
CARTER LAW OFFICES, P.A.

Writer's Direct Telephone Number (561) 368-7474

January 28, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

EFFECTIVE DATE
1-28-99

Re: Access Computer Rentals of Florida, Inc.

Dear Sir or Ms.:

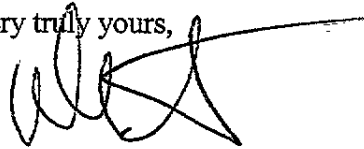
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132.50 *87.50

Enclosed herewith please find an original and one (1) copy of the duly executed Articles of Incorporation and Certificate of Registered Agent, along with our check in the sum of \$132.50.

Please register the Corporation and return to us a certified copy of the Articles of Incorporation and Certificate of Incorporation in the franked envelope provided.

Should you have any questions, please do not hesitate to give us a call. Thank you

Very truly yours,



Donald J. Thomas

/Imec
Enclosure(s)
cc: Mark Werner

Handwritten initials and date:
JB
2-2-99
3

EFFECTIVE DATE
1-28-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ACCESS COMPUTER RENTALS OF FLORIDA, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I.

The name of the corporation is **ACCESS COMPUTER RENTALS OF FLORIDA, INC.**

ARTICLE II.

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III.

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

The Corporation is authorized to issue One Hundred (100) shares of stock at One Dollar and No/100 (\$1.00) Dollar par value for each share. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all Stockholders ten (10) days prior to such issuance.

ARTICLE V.

The principal address of the Corporation shall be 944 Clint Moore Road, Boca Raton, FL 33487.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

The Corporation shall initially have one (1) Director. The number of Directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Karl Werner
165 Morristown Rd.
Bernardsville, NJ 07924

ARTICLE VII.

The Corporation may indemnify any present or former Officer or Director or person exercising powers and duties of a Director to the full extent now or hereafter permitted by law.

ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders if the Shareholders provide that the Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX.

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X.

The name and address of the Incorporator to these Articles of Incorporation is:

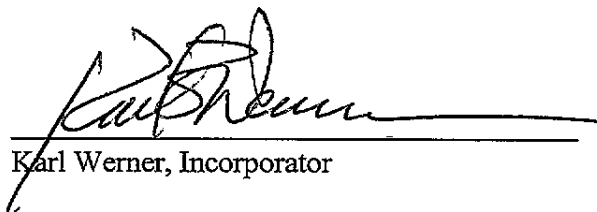
Karl Werner
165 Morristown Rd.
Bernardsville, NJ 07924

ARTICLE XI.

The street address of the initial registered office of the Corporation is 944 Clint Moore Rd., Boca Raton, FL 33487, and the name and address of the initial Registered Agent of the

Corporation is: Donald J. Thomas, Esquire, Carter & Thomas, LLP, 1200 N. Federal Highway, #312, Boca Raton, FL 33432.

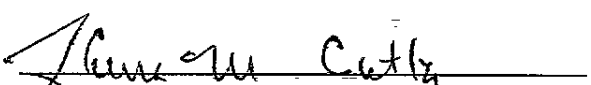
IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation on 1/28/99

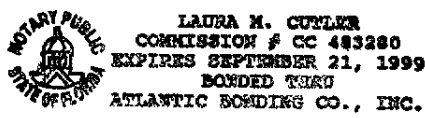

Karl Werner, Incorporator

STATE OF FLORIDA :
: ss.
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned authority, personally appeared Karl Werner, who is personally known to me or who has produced N.J. D/L #W23224256511614 as identification and who first, being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL in the County and State last aforesaid on January 28, 1999

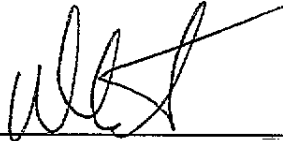

Notary Public, State of Florida at Large
Printed Name of Notary: _____
Commission No.: _____
My Commission Expires: _____



CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for
said Corporation.

DATED: 1/28/99



Donald J. Thomas, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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