

P99000059209

June 22, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: PC EVERYWHERE, INC.

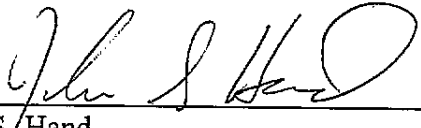
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, along with my check in the amount of \$122.50.

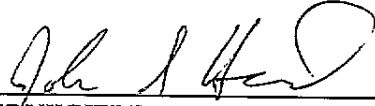
This represents the cost of the filing fees, certified copy of the Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

700002917127--2
-06/28/99--01089--015
****122.50 *****78.75



John S. Hand



PC EVERYWHERE, INC.

MAILING ADDRESS OF CORPORATION

1015 Spanish River Road, Suite #202
Boca Raton, FL. 33432

PHONE (954) 695-7020

FILED
99 JUN 28 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 30 1999

ARTICLES OF INCORPORATION

of

PC EVERYWHERE, INC.

(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: PC EVERYWHERE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according in Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common

Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

Name: <u>PC EVERYWHERE, INC.</u>	
Address: <u>1015 Spanish River Road, Suite #202</u>	
City: <u>Boca Raton</u>	FLORIDA Zip: <u>33432</u>

The name and street address of the Initial Registered Agent of this Corporation is:

Name: <u>John S. Hand</u>	
Address: <u>1015 Spanish River Road, Suite #202</u>	
City: <u>Boca Raton</u>	FLORIDA Zip: <u>33432</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

	Director 1	Director 2	Director 3
Name:	<u>John S. Hand</u>		
Address:	<u>1015 Spanish River Road Suite #202</u>		
City:	<u>Boca Raton</u>		
State:	<u>Florida</u>		
Zip:	<u>33432</u>		

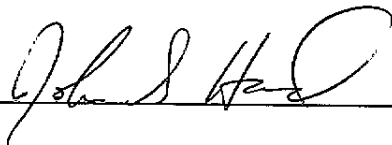
FILED
99 JUN 28 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATION

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

	Incorporator 1	Incorporator 2	Incorporator 3
Name:	John S. Hand		
Address:	1015 Spanish River Road Suite #202		
City:	Boca Raton		
State:	Florida		
Zip:	33432		

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this
22nd day of June, 1999.

 (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA)
 SS
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

John S. Hand

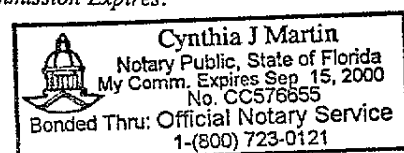
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHERE, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 22nd
day of June, 1999.

(Notary Seal)


(Notary Public, State of Florida at Large)

My Commission Expires:



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

of

PC EVERYWHERE, INC.

(Name of Corporation)

FILED
99 JUN 28 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation.

at 1015 Spanish River Road, Suite #202

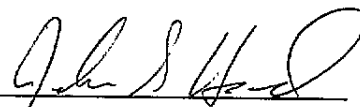
Boca Raton, FL. 33432

has named John S. Hand

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)