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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Channel/Com U.S.A., Inc.

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*****78.75 *****78.75

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ARTICLES OF INCORPORATION

OF

ChannelCom U.S.A, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **ChannelCom U.S.A., INC.** The specific nature of business is: computer hardware and software installation, purchase, receive, lease, or otherwise acquire, vote, own, hold, improve, use, market, promote, distribute and otherwise deal with real or personal property, or any legal or equitable interest in property, including intellectual property, trademarks, service marks, registered or acquired by public use, copyrights, shares of other entities, wherever located, sue or be sued, sell, convey, pledge, create a security interest in, lease exchange or otherwise dispose of property, contract lend or borrow money, issue notes, bonds, securities or incur other obligations.

ARTICLE II: PRINCIPAL OFFICE

The principal place of doing business and mailing address of the Corporation is **214 150th Avenue Madeira Beach, Florida 33708.**

ARTICLE III: CAPITAL STOCK

The numbers of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Mr. William E. Cooke 214 150th Avenue Madeira Beach, Florida 33708.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Walter Burnside P.A. 304 South Westland, Tampa, Florida 33606.**

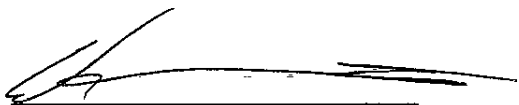
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the Corporation are: **Mr. William E. Cooke and Ray Cannon 214 150th Avenue Madeira Beach, Florida 33708.**

ARTICLE VII: SPECIAL PROVISION

It is the intent of the Incorporator and Directors that the Corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 11th day of November, 1999.



Walter N. Burnside III
For Walter Burnside P.A.
304 South Westland Avenue
Tampa, Florida 33606
Phone (813) 251-6625
Fax (813)258-9515

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED

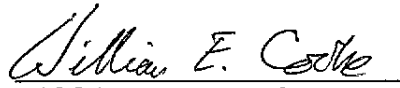
OFFICE

Pursuant to the provisions of section .607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **ChannelCom U.S.A., INC.**

2. The name and street address of the registered agent and office is: **Mr. William E. Cooke 214 150th Avenue Madeira Beach, Florida 33708.**

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


William E. Cooke

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