

# State of Idaho

## Department of State.

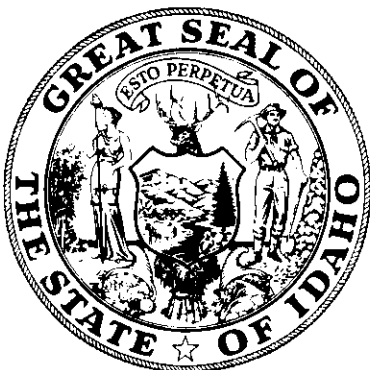
### CERTIFICATE OF AUTHORITY OF

DIGITAL SYSTEMS OF FLORIDA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DIGITAL SYSTEMS OF FLORIDA, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to DIGITAL SYSTEMS OF FLORIDA, INC. to transact business in this State under the name DIGITAL SYSTEMS OF FLORIDA, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated April 16, 19 80



*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose, the undersigned hereby certifies that the following information is true and correct:

- The name of the corporation is DIGITAL SYSTEMS OF FLORIDA, INC.
- \*The name which it shall use in Idaho is DIGITAL SYSTEMS OF FLORIDA, INC.
- It is incorporated under the laws of Florida
- The date of its incorporation is 9/15/75 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 114 E. Gregory Street, Pensacola, FL 32501
- The address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
- The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in every phase and aspect of the business of sales and service of business computers.
- The names and respective addresses of its directors and officers are:

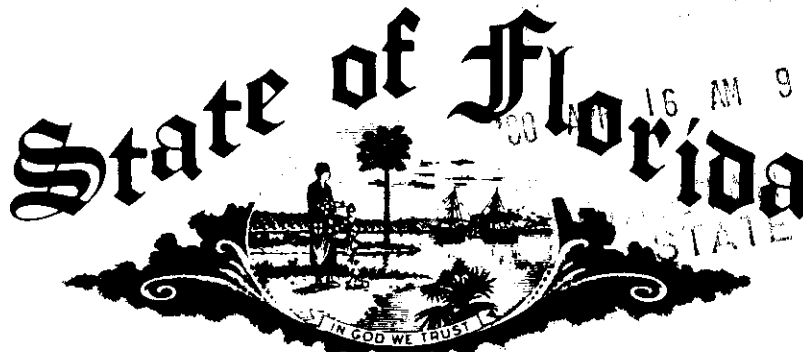
Name	Office	Address
<u>Wallace C. Yost</u>	<u>Chairman</u>	<u>311 S. Circle Gulf Breeze, FL 32561</u>
<u>Robert C. Sansing</u>	<u>President</u>	<u>4830 Velasquez Pensacola, FL 32504</u>

- The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)



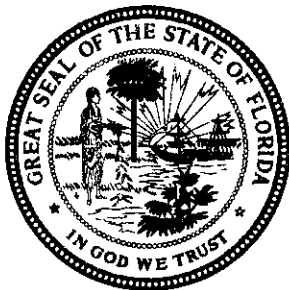


Department of State

I certify from the records of this office that DIGITAL SYSTEMS OF FLORIDA, INC., is a corporation organized under the laws of the State of Florida.

The charter number for this corporation is 484380.

I further certify that said corporation has filed all annual reports and paid all annual report filing fees due this office through December 31, 1980, and its status is active.



CER 101 Rev. 5-79

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the

12th day of February, 1980

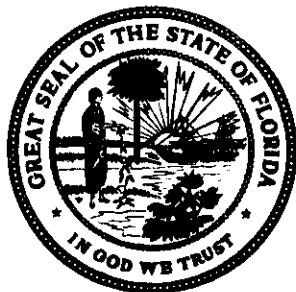
George Firestone  
Secretary of State

# State of Florida



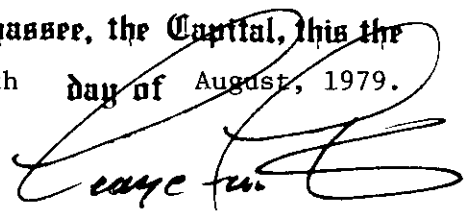
## Department of State

I certify that the attached is a true and correct copy of Articles of Incorporation of DIGITAL SYSTEMS OF FLORIDA, INC., a corporation organized under the Laws of the State of Florida, filed on September 15, 1975, as shown by the records of this office.



CER 101  
12-78

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 16th day of August, 1979.

  
Secretary of State

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TALLAHASSEE, FLORIDA

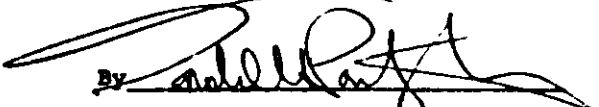
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That DIGITAL SYSTEMS OF FLORIDA, INC.  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at City of Pensacola, County  
of Escambia, State of Florida  
has named Donald H. Partington, Esquire  
located at Suite 4, 21 S. Tarragona Street, P. O. Box 246, (zip 32592)  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of Pensacola, County of Escambia,  
State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
(Resident Agent)

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ARTICLES OF INCORPORATION  
OF  
DIGITAL SYSTEMS OF FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, and natural persons competent to contract under the Laws of the State of Florida, hereby present these Articles of Incorporation for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be DIGITAL SYSTEMS OF FLORIDA, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- a. To engage in every phase and aspect of the business of sales and service of business computers.
- b. To lend money and negotiate loans. to draw, accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities; generally to carry on and undertake any business, undertaking, transaction or operation, commonly carried on or undertaken by capitalists, promoters and financiers, which may

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seen capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any property or rights of the corporation.

c. To acquire by subscription, purchase or otherwise to hold for investment or for resale; to sell, pledge, hypothecate, and in all ways deal with stocks, script, bonds, consuls, debentures, mortgages, notes, trust receipts, certificates of indebtedness, interim receipts and other obligations and securities of corporation, partnerships, sole proprietorships, individual persons, whether private, public, quasi-public, or municipal, foreign or domestic. To collect the interest and dividends of its holdings and the principal thereof when due. To do all things suitable and proper for the protection and conservation or enhancement of the value of the real estate, stocks, securities, evidences of indebtedness, or other properties held by it, including the rights to exercise a vote thereon. To bid upon and purchase at foreclosure or at other sales, public or private, real property and rights or interest thereon of all kinds.

d. To borrow or raise money for any of the purposes of the corporation, in such amounts as the stockholders may from time to time determine; to issue bonds, debentures, notes or other obligations of any nature, in any manner for money so borrowed without limit as to amount, and if and to the extent so determined; to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment

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in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights either at the time owned or thereafter acquired or in any other manner.

e. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, to pay for the same in cash or stock or bonds of the corporation or otherwise; to hold, utilize or in any manner dispose of the whole or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole, or any part, of the business thus acquired.

f. To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of, or otherwise to acquire or obtain the use of; and to hold, protect, own, use, develop, introduce, advertise, exploit; and to sell, assign, lease, grant licenses or other rights in respect to, or make contracts concerning or otherwise dealing with; dispose of or turn to account any copyrights, trademarks, tradenames, brands, labels, patent rights, letter of patent and patent application of the United States of America or any other continental country, government or authority in any inventions, improvements, provisors, privileges, licenses, whether in connection with or secured under letters of patent or otherwise, which are or

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shall be necessary, convenient or adaptable, for the utilization by the corporation in any way, directly or indirectly, of such letters of patent and patent applications, tradenames, trademarks, copyrights, and pending applications therefor, inventions, improvements, processes, formulae, mechanical and other combinations, and likenesses and privileges.

8. To purchase or acquire by gift, devise, bequest or otherwise, to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right of interest therein, without limit as to amount, within or without the State of Florida.

9. To enter into and make or form contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government, or colony, or dependency, or agency thereof.

10. To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the corporation; and in general, to carry on any lawful business necessary or incidental to the attainment of these objects of the corporation, whether or not such business is similar in nature to the objects set forth therein, provided the same be not inconsistent with the law under which the corporation is organized.

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to carry on any business and to have the exercise of all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder; and to do any or all of the things herein as before set forth as principal, agent or otherwise, either alone or in conjunction with others, and in any part of the world.

The objects and purposes specified in the foregoing clauses of this Article II shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of these Articles of Incorporation; but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and to have outstanding at any one time shall be limited to 500 shares of common stock having a par value of One Dollar (\$1.00) per share. All said common stock shall be payable in cash, property, labor or services at a set just valuation to be fixed by the Board of Directors at a meeting called for the purpose and approved by a majority of the stockholders.

Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Division Act of 1958.

ARTICLE IV - INITIAL CAPITAL

The amount of Capital with which the corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 110 Bear Drive, Gulf Breeze, Florida.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall not be less than two (2).

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the first directors are:

WALLACE C. YOST - 110 Bear Drive, Gulf Breeze, Florida  
ROBERT C. SANSING - 3804 Cabana Club, Mobile, Alabama

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ARTICLE IX - SUBSCRIBERS

The names and addresses of the subscribers of the Articles of Incorporation and the number of shares of stock they agree to take and the value of the consideration therefor are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Value</u>
WALLACE C. YOST	110 Bear Drive Gulf Breeze, Florida	250	\$250.00
ROBERT C. SANSING	3804 Cabana Club Mobile, Alabama	250	\$250.00

ARTICLE X - RESTRAINT ON ALIENATION OF SHARES

The stockholders of the corporation shall have the power to include in the By-Laws adopted by the majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the corporation by any of the stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the stockholders of the corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock therein

except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer may be made only after same shall have been approved at a stockholders meeting specifically called for that purpose.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, by a majority vote, and in the case of a tie, the President's vote shall be decisive and shall then be proposed by them to the stockholders, and approved at a stockholders' meeting by a majority vote of the stockholders then entitled to vote thereon, unless all of the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation this 10<sup>th</sup> day of September, 1975.

Witnesses:

Mary Ann Williams  
Ann Banks

Wallace C. Yost  
WALLACE C. YOST

Robert C. Sansing  
ROBERT C. SANSING

Incorporators

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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared WALLACE C. YOST and ROBERT C. SANSING, to me well known and known to be the persons described and subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named on this 10th day of September, 1975.

Donald R. King  
NOTARY PUBLIC

My Commission Expires 2/28/77

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