

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

Corporate ID _____

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

F.A. Computer Technologies, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is F.A. Computer Technologies, Inc.

SECOND: The name which it elects to use in Rhode Island is _____

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is April 15, 1987 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 121 Interstate Blvd., Unit 4, Bldg. 1,
Greenville, SC 29615

SIXTH: The address of its proposed registered office in Rhode Island is 3657 Post Rd.
Ste. 3, Warwick, RI 02886 and the name of its proposed registered agent in Rhode Island at that address is John M. Brandon

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

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 Rhode Island.

Distributor for microcomputers and computer peripheral equipment to value added resellers and computer equipment retail stores.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Charles Luther	Director	1937A Oak Park Blvd Pleasant Hill, CA 94523
Bob Brownell	Director	1390 Willow Tass Rd. Concord, CA 94520
Irwin Lieber	Director	655 Madison Ave. New York, NY 10021
Jay Freeman	Director	799 Park Ave. New York, NY 10021
John M. Brandon	Director	3657 Post Rd. Ste.3 Warwick, RI 02886
Steven H. Owings	President	121 Interstate Blvd. Greenville, SC 29615
George J. Stewart	Vice President	5221 Central Ave. Richmond, CA 94804
George J. Stewart	Secretary	5221 Central Ave. Richmond, CA 94804
William T. Mauldin	Treasurer	121 Interstate Blvd. Greenville, SC 29615

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100,000,000	Preferred	N/A	\$.01 per share
10,000,000	Stock		

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
33,539,507	Common	N/A	\$.01 per share
	Stock		

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,600,000

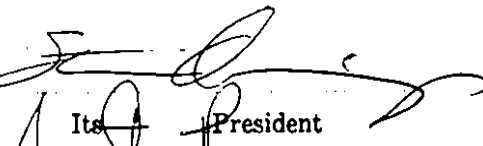
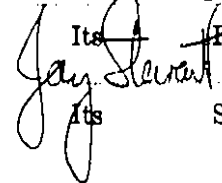
TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 25,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 150,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 3,000,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

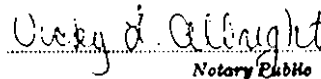
Dated May 30, 1989 F.A. Computer Technologies, Inc. dba Gates/FA
[Exact Corporate Name of Corporation Making Application] Distributing

By 
Its President
and 
Its Secretary

STATE OF

COUNTY OF Greenville } Sc.
121 Interstate Blvd.

At Greenville, SC 29615 in said County on the 30th day
of May 1989, before me personally appeared
Steve Owings, who being by me first duly sworn, declared that
he is the President of Gates/FA Distributing,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

 5-30-96
Notary Public

(NOTARIAL SEAL)

✓ 54737
ME

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

JUL 12 19 11 '89

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

JUL 14 3 33 PM '89

Rec'd & Filed JUL 14 1989
#1 ME 22668

State of Delaware

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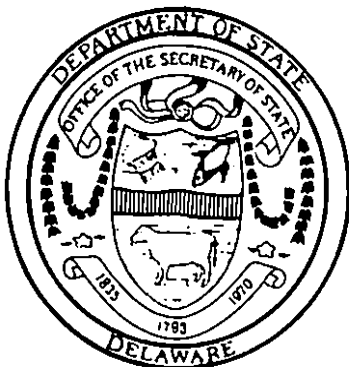


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "GATES DISTRIBUTING, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, MERGING WITH AND INTO "F.A. COMPUTER TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "F.A. COMPUTER TECHNOLOGIES, INC." AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MARCH, A.D. 1989, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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Michael Harkins, Secretary of State

AUTHENTICATION: 12223481

DATE: 06/16/1989