

**ARTICLES OF INCORPORATION
OF AMERICAN SOCIETY OF COMPUTER DEALERS**

FILED
In the Office of the
Secretary of State of Texas

AUG 14 1981

CLERK OF
Corporation Division

ARTICLE ONE

The name of the corporation is American Society of Computer Dealers.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

To promote the general welfare of persons, firms and corporations engaged in the business of marketing computer equipment by sale or lease, to engage in such activities as may, from time to time, be necessary or, advisable, to serve or advance the interest of persons, firms and corporations so engaged, and to promote the general welfare of the public and of persons having dealings with persons, firms and corporations so engaged.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 3500 Southland Center, Dallas, Texas, and the name of its initial registered agent at such address is Ken Ford.

ARTICLE SIX

The number of directors constituting the initial board of directors is thirteen (13) and the names and addresses of the persons who are to serve as the initial directors are:

Fred Hansen	4575 S. Westmoreland Dallas, Texas 75237
Thomas Brown	5203 Leabury Suite 1200 Falls Church, Virginia 22041
Avery Reynolds	8035 East R. L. Thornton Fwy. Suite 400 Dallas, Texas 75228
Don Sweet	4801 Woodway Suite 100E Houston, Texas 77056
Dennis Pennington	755 W. Big Beaver Road Suite 1900 Troy, Michigan 48064
Frank McCarrol	162 E. Greenleaf Avenue Staten Island, New York 10314
W. E. McGhie	2978 Shelby Street Memphis, Tennessee 38134
Robert D. Johnson	114 Central Avenue Buffalo, Minnesota
Bruce Baum	1618 2nd Street San Rafael, California 94901
Gerald E. Roberts	2328 Livernois Troy, Michigan 48064
James Eugene Nicholl, Jr.	14229 Iroton Road Dallas, Texas 75234
Bernard Cohen	1330 New Hampshire Avenue NW Washington, D.C. 20036
Shelly Berger	4321 W. Central Expressway Suite 107 Dallas, Texas 75205

ARTICLE SEVEN

The name and street address of each incorporator is:

Ken Ford	3500 Southland Center Dallas, Texas 75201
James Eugene Nicholl, Jr.	14229 Princeton Road Dallas, Texas 75234
Shelly Berger	4321 N. Central Expressway Suite 107 Dallas, Texas 75205


Ken Ford
James Eugene Nicholl, Jr.
Shelly Berger

INCORPORATORS

STATE OF TEXAS

COUNTY OF DALLAS

BEFORE ME, a Notary Public, on this day personally appeared KEN FORD, JAMES EUGENE NICHOLL, JR. and SHELLY BERGER known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 10th day of August, 1981.

(SEAL)

My Commission Expires:

7/27/84
NOTARY PUBLIC in and for
Dallas County, Texas

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas
APR 14 1983

AMERICAN SOCIETY OF COMPUTER DEALERS

Clerk II:
Corporations Section

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which restate the purpose for which their corporation is organized.

ARTICLE I

The name of the Corporation is American Society of Computer Dealers.

ARTICLE II

The following amendment to the Articles of Incorporation was adopted by the corporation on February 24, 1983:

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

The purpose or purposes for which the corporation is organized are to promote the general welfare of all persons, firms and corporations engaged in the business of marketing computer equipment by sale or lease; to engage in such activities as may, from time to time, be necessary or advisable to serve or advance the interest of all persons, firms and corporations so engaged; and to promote the general welfare of the public and of all persons having dealings with such persons, firms and corporations so engaged. These purposes will be carried out by the corporation without any compensation or profit to directly inure to the corporation or its members, while at the same time ethically advancing or promoting the common business interests of the industry in which the corporation operates, the computer industry, with no financial gain to the corporation or its members.

ARTICLE IV

The amendment was adopted at a meeting of the members held on February 24, 1983, at which a quorum was present, and the

Amendment received at least two-thirds (2/3) of the votes which members present or represented by proxy at such meeting were entitled to cast.

AMERICAN SOCIETY OF COMPUTER
DEALERS

By *Gerald E. Roberts*
Gerald E. Roberts, President

By *Sheldon Berger*
Sheldon Berger, Secretary

BEFORE ME, a Notary Public on this date appeared GERALD E. ROBERTS, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

SUBSCRIBED AND SWORN TO BEFORE me this 11 day of March, 1983, to certify which witness my hand and seal of office.

(SEAL)

My Commission expires:

Notary Public, State of Texas

(Print Name of Notary Public)

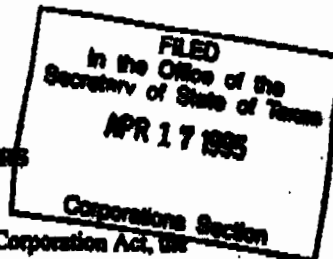
Janice C. Fawcett
Notary Public, State of Michigan

JANICE C. FAWCETT
(Print Name of Notary Public)

bak/s

10198700215

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
AMERICAN SOCIETY OF COMPUTER DEALERS



Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Incorporation to its Articles of Incorporation, which change the corporate name of the Corporation.

ARTICLE I

The name of the Corporation is American Society of Computer Dealers.

ARTICLE II

The following amendment to the Articles of Incorporation was adopted by the Corporation on March 4, 1995:

Article I of the Articles of Incorporation is hereby amended so as to read as follows:

The name of the Corporation is Association of Service and Computer Dealers International.

ARTICLE III

The amendment was adopted at a meeting of members held on March 4, 1995, at which a quorum was present, and the amendment received at least two-thirds (2/3) of the votes which members present or represented by proxy at such meeting were entitled to vote.

ASSOCIATION OF SERVICE AND
COMPUTER DEALERS INTERNATIONAL

By: [Signature]

Joseph Martin
President

By: [Signature]

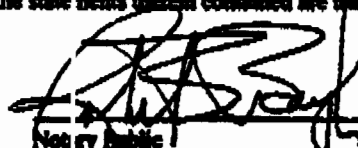
Dean Reed
Secretary

March 30, 1995

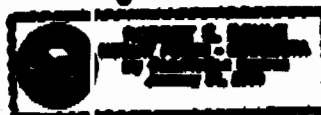
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STATE OF Mass.)
COUNTY OF Worcester) ss.


Before me, a notary public, on the 25 day of March, 1995, appeared JOSEPH MARION, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.


Notary Public

STATE OF New York)
COUNTY OF Westchester) ss.



Before me, a notary public, on this date appeared DANA REED, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.


Notary Public

DANA S. PETERSON
Notary Public, State of New York
No. 02445291700
Qualified in Westchester County
Commission Expires June 10, 1998



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Page 1 of 4
Account Number: 0036 6035 4465
EO P OC Enclosures 22 59
Statement Period
10/01/04 through 10/31/04 0035977



00008856 3 AT 0.701 33 30075 001 SCM999 I 23
ASSOCIATION OF SERVICE AND COMPUTER
DEALERS INTERNATIONAL (A.S.C.D.I.)
131 NW 1ST AVE
DELRAY BEACH FL 33444-2611

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Your Bank of America Business Advantage Summary

Account Name	Account Number	Qualifying Balance*	Type of Balance	Date	Total
Deposit Accounts					
Business Advantage Checking	0036 6035 4465	98,979.27	Average	10-28	
Total Deposit Account Balance					\$98,979.27

Thank you for banking with us. With the balances in your account, there is no monthly maintenance fee for your Business Advantage account this month.

* Balances in your linked accounts that are used to avoid a monthly maintenance fee are listed here. These balances reflect the average or principal balance in your account - for your actual ending account balance, please see the "Account Summary Information" section of your statement.

Business Advantage Checking

Account Summary Information

Statement Period	10/01/04 through 10/31/04	Statement Beginning Balance	99,758.26
Number of Deposits/Credits	26	Amount of Deposits/Credits	54,048.77
Number of Withdrawals/Debits	41	Amount of Withdrawals/Debits	79,320.44
Number of Deposited Items	14	Statement Ending Balance	74,486.59
Number of Enclosures	22	Average Ledger Balance	96,583.88
Number of Days in Cycle	31	Service Charge	0.00