

CONTACT

OFFICE USE ONLY (If document #)

UCC FILING & SEARCH SERVICES, INC
(Requestor's Name)

526 EAST PARK AVENUE
(Address)

TALLAHASSEE FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

555005

TALLAHASSEE, FLORIDA

95 NOV 25 PM 12:37

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600002013236--5
-11/25/96--01011--001
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Kinko's New Master Corporation
(Corporation Name) (Document #)

2 _____
(Corporation Name) (Document #)

3 _____
(Corporation Name) (Document #)

4 _____
(Corporation Name) (Document #)

NEED TODAY

of 11/25

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS
- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Kinko's Now Master Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language; it will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware (State or country under the law of which it is incorporated)
3. 77-0433330 (FEI number, if applicable)
4. January 23, 1996 (Date of Incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated date of December 31, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))

7. 255 West Stanley Ave.
Ventura, CA 93002
(Current mailing address)

8. Retail printing, reproduction and other related services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Betty B. Mann
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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96 NOV 25 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____ SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____ SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel R. Frederickson, President
(Typed or printed name and capacity of person signing application)

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96 NOV 25 AM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KINKO'S NEW MASTER CORPORATION

OFFICERS

Daniel R. Frederickson	President & Chief Operating Officer	255 West Stanley Ave. Ventura, CA 93002
Stuart B. Blake	Vice President, General Counsel & Secretary	255 West Stanley Ave. Ventura, CA 93002
Robert Gielow	Treasurer	255 West Stanley Ave. Ventura, CA 93002
David K. Beerman	Assistant Secretary	255 West Stanley Ave. Ventura, CA 93002

DIRECTORS

Daniel R. Frederickson	255 West Stanley Ave. Ventura, CA 93002
Bradley W. Krause	255 West Stanley Ave. Ventura, CA 93002
Paul J. Orfalea	255 West Stanley Ave. Ventura, CA 93002

FA961850.098/2

FILED
96 NOV 25 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



TO:

Re: Kinko's New Master Corporation

Dear Sir or Madam:

Kinko's Inc., a California corporation, hereby gives consent to the filing of an Application For Certificate of Authority by Kinko's New Master Corporation, a Delaware corporation, to allow it to qualify to transact business in this state under such name.

Very truly yours,

KINKO'S, INC.

By: 

Daniel R. Frederickson, President

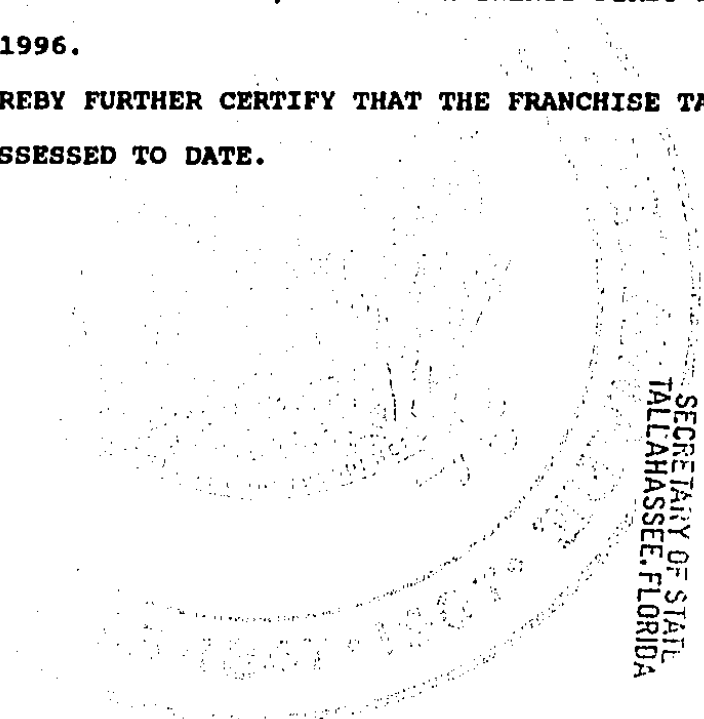
FILED
96 NOV 25 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KINKO'S NEW MASTER CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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96 NOV 25 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2584687 8300
960340359

AUTHENTICATION: 8203338
DATE: 11-21-96

CONTACT:

F96000006175

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

800002049918-4
-01/08/97--01023--007
****245.00 ****210.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Kinko's Copies of Florida Inc.
(Corporation Name) (Document #)

2 _____
(Corporation Name) (Document #)

3 _____
(Corporation Name) (Document #)

4 If there are problems in filing this document please call before sending
(Corporation Name) (Document #)

FILED
96 DEC 31 P. 12: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk In
- Mail Out
- Will Wait
- Photocopy
- Pick Up Time

- Certified Copy (2 each)
- Certificate of Status
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merger
12/31/96

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials *DC*

96 DEC 31 AM 10:07
DIVISION OF CORPORATIONS
RECEIVED

F96000006175

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

KINKO'S COPIES OF FLORIDA, INC., a Florida corporation, F94802

KINKO'S OF ORLANDO, INC., a Florida corporation, K07522

KINKO'S OF SOUTHWESTERN FLORIDA, INC., a Florida corporation, L26065

INTO

**KINKO'S NEW MASTER CORPORATION, a Delaware corporation,
F96000006175**

File date: December 31, 1996

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER

MERGING

KINKO'S COPIES OF FLORIDA, INC.
(a Florida corporation)

KINKO'S OF ORLANDO, INC.
(a Florida corporation)

AND

KINKO'S OF SOUTHWESTERN FLORIDA, INC.
(a Florida corporation)

INTO

KINKO'S NEW MASTER CORPORATION
(a Delaware corporation)

FILED
96 DEC 31 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned, being the President of Kinko's New Master Corporation ("NEW KINKO'S") and the President of each domestic corporation, do hereby certify that:

1. The name and place of organization of each constituent entity is as follows:
- (i) Kinko's Copies of Florida, Inc., a Florida corporation;
 - (ii) Kinko's of Orlando, Inc., a Florida corporation;
 - (iii) Kinko's of Southwestern Florida, Inc., a Florida corporation; and
 - (iv) Kinko's New Master Corporation, a Delaware corporation.
2. The name of the surviving corporation is Kinko's New Master Corporation, a Delaware corporation.
3. NEW KINKO'S owns all of the outstanding shares of Kinko's Copies of Florida, Inc., Kinko's of Orlando, Inc., and Kinko's of Southwestern Florida, Inc. (each a "Disappearing Corporation" and, collectively, the "Disappearing Corporations"). As such and pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 607.1104 of the Act, the approval of the shareholders of NEW KINKO'S and each Disappearing Corporation, respectively, is not required.
4. A Plan of Merger, a complete copy of which is set forth in Exhibit A, by which the Disappearing Corporations merge into NEW KINKO'S (the "Plan of Merger") was duly adopted by the board of directors of NEW KINKO'S, the sole shareholder of each

Disappearing Corporation, on December 31, 1996. Pursuant to Section 607.1104 of the Act, approval of the Plan of Merger by the board of directors of each Disappearing Corporation is not required.

5. NEW KINKO'S, acting in its capacity as sole shareholder of each Disappearing Corporation, has waived its right to receive by mail a copy of the Plan of Merger.

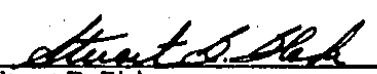
6. The merger of the Disappearing Corporations into NEW KINKO'S shall be effective December 31, 1996.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as
of DEC. 31, 1996.


KINKO'S NEW MASTER CORPORATION,
a Delaware corporation

By: 
Daniel R. Frederickson
President

KINKO'S COPIES OF FLORIDA, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

KINKO'S OF ORLANDO, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

KINKO'S OF SOUTHWESTERN FLORIDA,
INC., a Florida corporation


By: 
Stuart B. Blake
President

EXHIBIT A
PLAN OF MERGER
OF
KINKO'S NEW MASTER CORPORATION
AND
KINKO'S COPIES OF FLORIDA, INC.
KINKO'S OF ORLANDO, INC.
AND
KINKO'S OF SOUTHWESTERN FLORIDA, INC.

LA963090.163/3+

**PLAN OF MERGER
OF
KINKO'S NEW MASTER CORPORATION
AND
KINKO'S COPIES OF FLORIDA, INC.
KINKO'S OF ORLANDO, INC.
AND
KINKO'S OF SOUTHWESTERN FLORIDA, INC.**

~~DEL.~~ This Plan of Merger (the "Plan") is made and entered into as of 1996 by and between Kinko's New Master Corporation, a Delaware corporation ("NEW KINKO'S") and Kinko's Copies of Florida, Inc., a Florida corporation, Kinko's of Orlando, Inc., a Florida corporation, and Kinko's of Southwestern Florida, Inc., a Florida corporation (each a "Subsidiary Corporation" and, collectively, the "Subsidiary Corporations").

WHEREAS, NEW KINKO'S is a corporation organized under and governed by the laws of the State of Delaware, and its address is 255 West Stanley Avenue, Ventura, California, 93002;

WHEREAS, each Subsidiary Corporation is a corporation organized under and governed by the laws of the State of Florida;

WHEREAS, NEW KINKO'S is the sole owner of all of the outstanding capital stock of each Subsidiary Corporation; and

WHEREAS, in connection with a plan of reorganization, NEW KINKO'S and the Subsidiary Corporations have determined that it is advisable and in the best interests of such corporations and their stockholders that the Subsidiary Corporations merge with and into NEW KINKO'S upon the terms and conditions provided herein (the "Merger") and, pursuant to Florida Business Corporation Act Section 607.1104, the Board of Directors of NEW KINKO'S has approved and adopted this Plan.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. Merger. The effective date of the Merger shall be December 31, 1996 (the "Effective Date"). On the Effective Date, the Subsidiary Corporations shall be merged with and into NEW KINKO'S and the separate existence of each Subsidiary Corporation shall thereupon cease. NEW KINKO'S shall continue its corporate existence in the State of Delaware as the surviving corporation (the "Surviving Corporation") after the Effective Date of the Merger.

2. Certificate of Incorporation. The Certificate of Incorporation of NEW KINKO'S, as in effect immediately prior to the Effective Date, shall continue to be

the Certificate of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

3. Conversion of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of each Subsidiary Corporation outstanding immediately prior thereto shall automatically be cancelled.

4. Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Subsidiary Corporations, or otherwise to carry out the provisions of this Plan, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of each Subsidiary Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of NEW KINKO'S. On the Effective Date, NEW KINKO'S shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of each Subsidiary Corporation; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to such Subsidiary Corporations shall continue and be taken and deemed to be transferred to and vested in NEW KINKO'S, without further act or deed; and NEW KINKO'S shall thenceforth be responsible and liable for all the liabilities and obligations of each Subsidiary Corporation.

6. Termination. At any time prior to the Effective Date, this Plan may be terminated and the Merger abandoned at the election of the Board of Directors of NEW KINKO'S.

7. Waiver of Mailing Requirement. NEW KINKO'S, the sole shareholder of all of the outstanding stock of each Subsidiary Corporation, has waived the requirement of Section 607.1104 of the Florida Business Corporation Act that a copy of this Plan be mailed to NEW KINKO'S. The waiver is attached hereto as Exhibit I.

EXHIBIT 1
**WAIVER
OF
MAILING REQUIREMENT
OF
SOLE SHAREHOLDER
OF
KINKO'S COPIES OF FLORIDA, INC.
KINKO'S OF ORLANDO, INC.
AND
KINKO'S OF SOUTHWESTERN FLORIDA, INC.**

In accordance with Section 607.1104(2) of the Florida Business Corporation Act, the undersigned, being the sole shareholder of Kinko's Copies of Florida, Inc., a Florida corporation, Kinko's of Orlando, Inc., a Florida corporation, and Kinko's of Southwestern Florida, Inc., a Florida corporation, does hereby waive the right to receive a mailed copy or summary of the Plan of Merger entered into by each of the above-named corporations and Kinko's New Master Corporation on Dec. 31, 1996.

Such waiver shall allow the filing of the articles of merger in the State of Florida without the 30-day waiting period.

Dated: Dec. 31, 1996

KINKO'S NEW MASTER CORPORATION,
a Delaware corporation


By: 
Daniel R. Frederickson
President

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written.

KINKO'S NEW MASTER CORPORATION,
a Delaware corporation

By: 
Daniel R. Frederickson
President

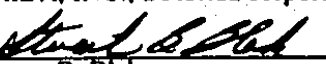
KINKO'S COPIES OF FLORIDA, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

KINKO'S OF ORLANDO, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

KINKO'S OF SOUTHWESTERN
FLORIDA, INC., a Florida corporation

By: 
Stuart B. Blake
President

CONTACT:

F96000005624506175

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

200002064792--9
-01/22/97--01116--008
****140.00 ****140.00

OFFICE USE ONLY

TALLAHASSEE, FLORIDA
97 JAN -9 PM 2:07
FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

- 1 Kinko's New Master Corp. (Corporation Name) _____ (Document #)
- 2 _____ (Corporation Name) _____ (Document #)
- 3 _____ (Corporation Name) _____ (Document #)
- 4 _____ (Corporation Name) _____ (Document #)

NEED TODAY

- Walk In
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS JAN - 9 1997
**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials _____

**KINKO'S ASSOCIATES, INC.
255 West Stanley Avenue
Ventura, California 93002**

December 31, 1996

Secretary of State's Office
Corporate Division

Re: Kinko's, Inc.

Dear Sir or Madam:

Kinko's Associates, Inc., a California corporation, hereby gives consent to the filing of an application to amend certificate of authority to allow Kinko's New Master Corporation, a Delaware corporation, qualified to transact business in this state, to change its name to Kinko's, Inc.

Very truly yours,

KINKO'S ASSOCIATES, INC.

By: *Stuart B. Blake*
Stuart B. Blake,
Vice President and Secretary

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 JAN -9 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Kinko's Now Master Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. November 25, 1996
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 6, 1997
5. Kinko's, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- No Change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- No Change
New Jurisdiction

Stuart B. Blake
Signature

January 6, 1997
Date

Stuart B. Blake
Typed or printed name

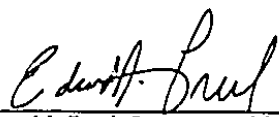
Vice President/Secretary
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "KINKO'S NEW MASTER CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "KINKO'S, INC.", THE SIXTH DAY OF JANUARY, A.D. 1997, AT 4 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2584687 8320

971006328

AUTHENTICATION: 8275312

DATE: 01-07-97

F9600000 6175

CT CORPORATION SYSTEM

818 West Seventh Street
Los Angeles, CA 90017
Tel. 213 627 8252
Fax 213 614 9347

August 25, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

97 SEP -4 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Kinko's Change of Agent

Sir/Madam:

Enclosed herewith please find an original and a copy of the Statement of Change of Registered Agent along with a check made payable to the Department of State in the amount of \$35.00 for payment of filing fees.

Please file the original and send the conformed copy back to my attention in the self addressed stamped envelope enclosed.

If you should have any questions or comments, please do not hesitate to contact me at (800) 888-9207. Thank you.

Very truly yours,


Tricia Yawata
Customer Specialist

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-09/04/97--01016--009
*****35.00 *****35.00

Eachy
ASB
9/11

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Kinko's, Inc.

1b. Date of ^{QUALIFICATION} incorporation November 25, 1996 Document number _____

2. The name and address of the current registered agent and office:

NRAI Services, Inc.
526 E. Park Ave., Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

97 SEP -4 PM 8:22
SECRET
TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Stuart B. Blake
SIGNATURE
July 1, 97
DATE

Stuart B. Blake
Vice President, General Counsel & Secretary
Typed or printed name and title

HAVING 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: Stephanie A. Brooks
(Registered Agent)
DATE 8/6/97

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314