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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

Capsys, Inc.

- Profit *- Articles*
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
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** This was pre-arranged
yesterday*

File 2nd

BROWN SEP - 1 1995

LENOFF AND LENOFF, P.A.
ATTORNEYS AT LAW
1761 WEST HILLSBORO BOULEVARD
SUITE 405
DEERFIELD BEACH, FL 33442
(305) 427-9500

STEVEN LENOFF
MICHELE M. LENOFF

August 31, 1995

Of Counsel
ROBERT S. RIFF

The Secretary of State
The State of Florida

Re: Authorization for another corporation to use the name
"COPYCO, INC."

Dear Sir/Madam:

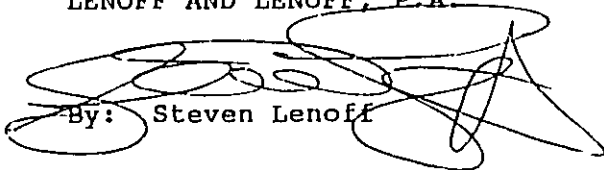
This law firm represents the Florida Corporation COPYCO, INC. Immediately prior to this letter being presented to you, the name of COPYCO, INC. was changed to SRS OF SOUTH FLORIDA, INC.

Simultaneously with the presentation of this letter to you Articles Of Incorporation are being filed for the formation of a new corporation with the name COPYCO, INC

Please accept this letter as authority from SRS OF SOUTH FLORIDA, INC., the corporation formerly known as COPYCO, INC., to permit the new corporation being filed simultaneously herewith to use the name COPYCO, INC.

Please contact me if you have any questions or concerns regarding this matter. In addition to the above numbers, I can be reached by digital pager at 305-425-3443. Thank you in advance for your cooperation.

Sincerely,
LENOFF AND LENOFF, P.A.


By: Steven Lenoff

SL/dfm
cc: client

ARTICLES OF INCORPORATION
OF
COPYCO, INC.

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TALLAHASSEE
FLORIDA

1. The corporate name that satisfies the requirements of section 607.0401 is:

COPYCO, INC.

2. The business and mailing address of the initial principal office of the corporation is: 1011 S.W. 30th Avenue, Deerfield Beach, Florida 33442.

3. 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 Florida General Corporation Act.

4. The total number of shares of stock which the corporation shall have authority to issue is one hundred (100); all shares shall be without par value.

5. The street address of the initial registered office of the corporation is: c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

6. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.


7. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

8. The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permissible under Florida law.

9. The name and mailing address of the sole incorporator is:

J. R. Nelson 818 West Seventh Street
Los Angeles, CA 90017

The undersigned has executed these Articles of Incorporation this 31st day of August, 1995.


J. R. Nelson, Sole Incorporator

Acceptance by the registered agent as required in section 607.0501 (3) F.S.: C T Corporation System is familiar with and accepts the obligations provided for in section 607.0505.

Registered agent for COPYCO, INC.

C T Corporation System

Dated: August 31, 1995.

By *D. F. Hickey*
D. F. Hickey

Title: Assistant Secretary

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TALLAHASSEE, FLORIDA

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CT CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301 222-1092
 City State Zip Phone

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 *****70.00 *****70.00

CORPORATION(S) NAME

Liberty Business Machines, Inc.
 Merged into
 Copyco Inc.

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 DIVISION OF CORPORATIONS

- Profit
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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LIBERTY BUSINESS MACHINES, INC., a Florida corporation M76025

INTO

COPYCO, INC., a Florida corporation, P95000067934.

File date: June 11, 1997

Corporate Specialist: Annette Hogan

STATE OF FLORIDA

ARTICLES OF MERGER

OF

**LIBERTY BUSINESS MACHINES, INC.
A FLORIDA CORPORATION**

INTO

**COPYCO, INC.
A FLORIDA CORPORATION**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is as follows:

- (1) Liberty Business Machines Inc., a Florida corporation (the "Merging Corporation" or "Seller") shall merge into COPYCO, Inc., a Florida corporation (the "Surviving Corporation" or "Buyer");
- (2) The terms and conditions of the proposed merger are as follows: The name of the Surviving Corporation shall be COPYCO, Inc. The Directors of the Buyer immediately prior to the merger shall continue as Directors of the Surviving Corporation from and after the effective date of the merger.; and
- (3) The manner and basis of converting the shares of each corporation shall be as follows: each Buyer common share which shall be issued and outstanding at the time the merger becomes effective, shall continue to be one common share of the Surviving Corporation. Each Seller common share which shall be issued and outstanding at the time the merger becomes effective shall be converted into one Buyer common share.

SECOND: The effective date of the merger is May 30, 1997.


THIRD: Approval of the plan of merger was required by the Shareholder of Liberty Business Machines, Inc.

FOURTH: The plan of merger was adopted by the shareholder of Liberty Business Machines, Inc., a Florida corporation, on the 1st day of April, 1997, and was adopted by the shareholder of COPYCO, Inc., a Florida corporation, on the 1st day of April, 1997.


- (1) The articles of incorporation of the Surviving Corporation will not differ (except for amendments enumerated in Section 607.1002) from its articles before the merger; and
- (2) Each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Signed this 5th day of June, 1997.

COPYCO, INC.
Surviving Corporation

By 
Brian Merriman
Chairman

**LIBERTY BUSINESS
MACHINES, INC.**
Merging Corporation

By 
Brian Merriman
Chairman