

# P99000085668

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CT Corporation System  
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Tallahassee, FL 32301  
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Attn: Jeff Netherton

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CORPORATION(S) NAME

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Automated Purchase Centers, Inc.

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<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Examiner \_\_\_\_\_

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Acknowledgement \_\_\_\_\_

W.P. Verifier \_\_\_\_\_

*gjc 9/28*

**ARTICLES OF INCORPORATION  
OF  
AUTOMATED PURCHASE CENTERS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE 1. NAME

The name of the corporation shall be "Automated Purchase Centers, Inc."

ARTICLE 2. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be Paulucci Building, 201 West First Street, Sanford, Florida 32771.

ARTICLE 3. AUTHORIZED SHARES

The aggregate number of authorized shares of the corporation is One Million (1,000,000) with a par value of One Cent (\$0.01) per share, Seventy Five Thousand (75,000) shares of which shall be Voting Common Stock and Nine Hundred Twenty Five Thousand (925,000) shares of which shall be Non-Voting Common Stock. The shares of Voting Common Stock shall possess full voting rights, and the shares of Non-Voting Common Stock shall possess no voting rights. In all other respects, shares of Voting Common Stock and Non-Voting Common Stock shall possess equal rights and preferences.

ARTICLE 4. NO PREEMPTIVE RIGHTS

The shareholders of the corporation shall not have any preemptive rights to subscribe for or acquire securities or rights to purchase securities of any class, kind, or series of the corporation.

ARTICLE 5. REGISTERED AGENT

The name and Florida street address of the initial registered agent is: Larry W. Nelson, Paulucci Building, 201 West First Street, Sanford, Florida 32771. The above-mentioned registered agent is familiar with, and accepts, the obligations of the position.

ARTICLE 6. BOARD OF DIRECTORS

The following-named person is elected to serve as the sole member of the first board of directors of this corporation until his successors shall have been elected and shall qualify:

Jeno F. Paulucci

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ARTICLE 7. WRITTEN ACTION BY DIRECTORS

An action required or permitted to be taken at a meeting of the board of directors of the corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors.

ARTICLE 8. DIRECTOR LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE 9. INCORPORATOR

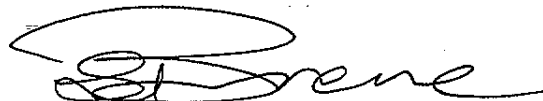
The name and address of the incorporator, who is a natural person of full age, to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
La Fleur C. Browne	Dorsey & Whitney LLP 220 South Sixth Street Minneapolis, MN 55402

ARTICLE 10. RESTRICTIONS UPON TRANSFER OF SHARES

In the event that the corporation elects to be treated as an S corporation under the Internal Revenue Code of 1986, as amended, and so long as the corporation intends to remain an S corporation, no transfer of shares of the corporation shall be valid for any purpose and any attempted transfer shall be ineffective if such transfer would result in the disqualification of the corporation as an S Corporation. For purposes of these Articles of Incorporation, the term "transfer" includes, without limitation, (a) any sale, exchange, gift, bequest, devise, pledge or grant of a security interest involving any shares, (b) any other disposition of shares, or any interest in shares, whether voluntary or by operation of law, that would change the legal or beneficial ownership of any shares, and (c) any failure by a trust to qualify as a permitted shareholder of an S Corporation.

Dated: September 27, 1999.

  
La Fleur C. Browne  
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

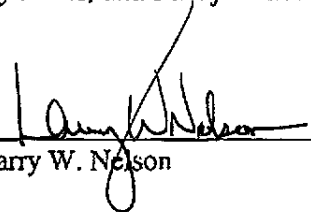
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the company is: Automated Purchase Centers, Inc.
- 2. The name and the Florida street address of the registered agent are:

Larry W. Nelson  
 Paulucci Building  
 201 West First Street  
 Sanford, Florida 32771

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 STATE OF FLORIDA  
 TALLAHASSEE

*Having been named as registered agent and to accept service of process for the above-stated company 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
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 Larry W. Nelson