

F9600000484

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: COPIES DIRECT, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

600001684416
-01/10/96--01073--003
*****70.00 *****70.00

W96-909

DANIEL L. PREWETT
(Name of Person)

HILLSTROM AND ASSOCIATES
(Firm/Company)

5757 BENEVA ROAD
(Address)

SARASOTA, FL 34233
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

DANIEL L. PREWETT at (813) 923-0964
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 22, 1996

**DANIEL L. PREWITT
HILLSTROM AND ASSOCIATES
5757 BENEVA RD
SARASOTA, FL 34233**

**SUBJECT: COPIES DIRECT, INC.
Ref. Number: W9600000909**

We have received your document for COPIES DIRECT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 196A00002691



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1996

DANIEL L. PREWITT
HILLSTROM AND ASSOCIATES
5757 BENEVA RD
SARASOTA, FL 34233

SUBJECT: COPIES DIRECT, INC.
Ref. Number: W96000000909

We have received your document for COPIES DIRECT, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 296A00001502

State of Florida, County of Sarasota

In the Matter of the Registration
of: Copies Direct, Inc.

AFFIDAVIT

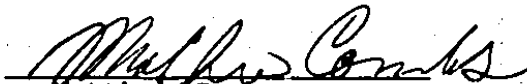
by:
Matthew Combs, President

STATE OF FLORIDA)
) SS.:
COUNTY OF SARASOTA)

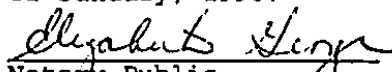
Matthew Combs, being duly sworn, depose and say:

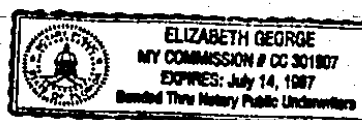
1. That Matthew Combs was and is the sole shareholder and officer of Copies Direct, Inc. (Florida) which is in dissolution, and further is fully familiar with all the facts and circumstances herein.
2. Deponent makes this affidavit in support and confirmation that Copies Direct, Inc. (of Florida) will NOT be reinstated.
3. That Matthew Combs also solely owns Copies Direct, Inc. (Delaware) and is desirous of filing same to transact business in Florida under the name Copies Direct, Inc.

WHEREFORE, deponent authorizes and requests the enclosed filing be granted.


Matthew Combs

Sworn to before me this 17 day
of January, 1996.


Notary Public



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DIVISION OF CORPORATIONS
96 JAN 29 PM 2:36

**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. COPIES DIRECT, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as 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. DE
(State or country under the law of which it is incorporated)

3. 65-0552152
(FEI number, if applicable)

4. 12-20-95
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 7555 Commerce Court
Sarasota, FL 34243
(Current mailing address)

8. PHOTOCOPY SERVICE
(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 Box **NOT** acceptable)

Name: DANIEL PREWETT

Office Address: 5757 Benca Road

Sarasota, Florida, 34233
(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.

Daniel Prewett
(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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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: Matthew Combs
Address: 4227 Presidential Circle, Bradenton FL 34203
Vice Chairman: _____
Address: _____

Director: Matthew Combs
Address: same as above

Director: _____
Address: _____

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

President: Matthew Combs
Address: 4227 Presidential Circle, Bradenton FL 34203

Vice President: same as above
Address: _____

Secretary: same as above
Address: _____

Treasurer: same as above
Address: _____

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

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

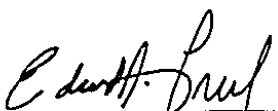
14. Matthew Combs, Pres.
(Typed or printed name and capacity of person signing application)

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 "COPIES DIRECT, INC." 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-SECOND DAY OF DECEMBER, A.D. 1995.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION:

2573639 8300

DATE: 7764778

950269482

12-22-95