

K66990

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MERGER OR SHARE EXCHANGE
SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.

Certificate of Status	1
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Margaret
11/24

ARTICLES OF MERGER
Merger Sheet

MERGING:

AESI SOUTHERN ACQUISITION CORP., a Florida corporation, document
number P99000075025

INTO

SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC., a Florida entity, K66990

File date: November 24, 1999

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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November 23, 1999

SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.
JOANN E. MILLER
4424 NORTH LOIS AVENUE
TAMPA FL 33614

SUBJECT: SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.
REF: K66990

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E99000029754
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**ARTICLES OF MERGER
OF
AESI SOUTHERN ACQUISITION CORP.
INTO
SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made and entered into this 30th day of August, 1999, by and between SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC., a Florida corporation ("Southern") and AESI SOUTHERN ACQUISITION CORP., a Florida corporation ("SAC").

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Southern and SAC hereby adopt the following Articles of Merger:

1. Plan of Merger. The Plan of Merger, which is contained in the August 30, 1999 Merger Agreement, by and between Southern and SAC is as follows:

- (a) SAC shall be merged with and into Southern, whereupon the separate existence of SAC shall cease and Southern (the "Surviving Corporation") shall continue its corporate existence as the Surviving Corporation in the merger under the laws of the State of Florida.**
- (b) The Articles of Incorporation of the Surviving Corporation shall be amended and restated in the form attached hereto as Exhibit "A".**
- (c) The Surviving Corporation shall succeed to and possess all of the rights, privileges and properties, and shall be subject to all of the duties, liabilities and obligations, of each of Southern and SAC, subject to certain provisions for indemnification as set forth in the Agreement and Plan of Merger.**
- (d) The current sole shareholder of Southern will receive 28,000 shares of voting common stock of SAC's parent company, American Enterprise Solutions, Inc. ("Parent"), in exchange for 100% of the Southern common stock and the Surviving Corporation will become a wholly-owned subsidiary of the Parent.**

2. Effective Date. The Merger shall be effective as of the time of filing of these Articles of Merger by the Florida Department of State.

3. Amendment and Restatement of the Articles of Incorporation. In connection with the merger, the Articles of Incorporation of the Surviving Corporation in the merger shall be amended and restated in the form attached hereto as Exhibit "A" hereto.

**ARTICLES OF MERGER OF
AESI SOUTHERN ACQUISITION CORP. INTO
SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.
PAGE 2**

4. Approval. The Merger Agreement effective August 30, 1999, between Southern and SAC was approved by the Board of Directors and stockholders of both Southern and SAC on or about August 30, 1999.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger effective the day and year first above written.

SAC SOUTHERN ACQUISITION CORP.

[Corporate Seal]

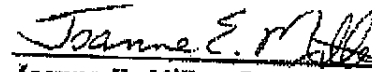
By:


Charles Broes, Chief Executive Officer

SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.

[Corporate Seal]

By:


Joanne E. Miller, President and Sole Shareholder

**ARTICLES OF AMENDMENT
CREATING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.**

SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

- 1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on February 14, 1989.*
- 2. In connection with a statutory merger under Section 607.1101, Florida Statutes, in which the Corporation will be the surviving entity, the Articles of Incorporation shall be amended and restated in their entirety to effect a change in such Articles as hereinafter set forth. The change effected by the Amendment and Restatement require shareholder approval. The Amended and Restated Articles of Incorporation as approved by the sole stockholder of the Corporation and as established and effected hereby is set forth herein.*
- 3. The Amended and Restated Articles of Incorporation being effected hereby will act to cause a change in the Articles of Incorporation of the Corporation by increasing the number of shares of common stock of the Corporation from 1,000 shares of common stock, \$.001 par value per share, to 100,000 shares of common stock, \$.001 par value per share.*

**Articles of Amendment Creating Amended
and Restated Articles of Incorporation of
Southern Office Equipment Supplies, Inc.
Page 2**

4. Pursuant to Section 607.1003, Florida Statutes, these Articles of Amendment to the Articles of Incorporation and the Amended and Restated Articles of Incorporation were approved by the written action of the sole stockholder of the Corporation on the 30th day of August, 1999, and the number of votes cast by the sole shareholder was sufficient for approval.

5. Upon the filing of these Articles of Amendment and the Amended and Restated Articles of Incorporation, the currently authorized 1,000 shares of common stock, \$.001 par value per share, of the Corporation shall be replaced with, and the Corporation shall thereafter have authorized, 100,000 shares of \$.001 par value common stock.

6. Filing of these Articles of Amendment and the Amended and Restated Articles of Incorporation shall be effected simultaneously with and through the filing of, and shall be attached and filed as an exhibit to, the Articles of Merger effecting the merger of AESI Southern Acquisition Corp. with and into the Corporation.

7. The Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the Amended and Restated Articles of Incorporation of the Corporation shall read as follows:

Articles of Amendment Creating Amended
and Restated Articles of Incorporation of
Southern Office Equipment Supplies, Inc.
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.**

ARTICLE 1

NAME

The name of this corporation shall be: Southern Office Equipment Supplies, Inc.

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

*4424 North Lois Avenue
Tampa, Florida 33614*

ARTICLE 3

CAPITAL STOCK

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be:

100,000 shares of common stock, par value \$.001 per share (the "Common Stock").

2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

**Articles of Amendment Creating Amended
and Restated Articles of Incorporation of
Southern Office Equipment Supplies, Inc.
Page 4**

3. **Voting.** *The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.*

4. **Dividends.** *Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.*

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be located at 400 North Tampa Street, Park Tower, Suite 1100, Tampa, Florida 33602 and the registered agent of this corporation at such office shall be Kevin C. Ambler, Reid Haney. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. The names and addresses of the directors of this corporation are:

<i>Charles Broes</i>	<i>6800 N. Dale Mabry Highway - Suite 100 Tampa, Florida 33614</i>
<i>Jim Whitmire</i>	<i>6800 N. Dale Mabry Highway - Suite 100 Tampa, Florida 33614</i>
<i>Cardwell C. Nuckols</i>	<i>6800 N. Dale Mabry Highway - Suite 100 Tampa, Florida 33614</i>

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is

**Articles of Amendment Creating Amended
and Restated Articles of Incorporation of
Southern Office Equipment Supplies, Inc.
Page 5**

present shall be the act of the directors. The directors may make or amend the bylaws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE 6

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 7

BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 8

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**Articles of Amendment Creating Amended
and Restated Articles of Incorporation of
Southern Office Equipment Supplies, Inc.
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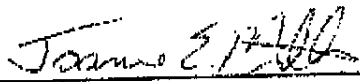
ARTICLE 9

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, SOUTHERN OFFICE EQUIPMENT SUPPLIES, INC.
has caused these Articles of Amendment of the Articles of Incorporation and Amended and Restated Articles of Incorporation to be executed by its President, Joanne E. Miller, this 30th day of August, 1999.

**SOUTHERN OFFICE EQUIPMENT
SUPPLIES, INC.**

By: 
Joanne E. Miller, President

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*Articles of Amendment Creating Amended
and Restated Articles of Incorporation of
Southern Office Equipment Supplies, Inc.
Page 7*

Southern Office Equipment Supplies, Inc.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

*The undersigned, KEVIN C. AMBLER, having been named as registered agent to
accept service of process for the above-named corporation at the registered office designated
in the foregoing Articles of Amendment and Restated Articles of Incorporation, hereby agrees
and consents to act in that capacity. The undersigned is familiar with and accepts the duties
and obligations of such position.*

DATED this 30th day of August, 1999.



KEVIN C. AMBLER