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Robert A. Rosenberg



ATTORNEY AT LAW

28960 U.S. 19 NORTH, SUITE 100
CLEARWATER, FLORIDA 33761

OFFICE (727) 771-8787
FAX (727) 781-1387

December 29, 1999

TRANSMITTAL LETTER

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

300003087493--4
-01/04/00--01058--010
*****70.00 *****70.00

Subject: Top Notch Toner, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation.

FROM: ROBERT A. ROSENBERG, ESQUIRE
28960 U.S. 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

(727)771-8787
Telephone Number

PLEASE SEND COPY TO:

ROBERT A. ROSENBERG
28960 U.S. HIGHWAY 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

Telephone Number: (727)771-8787
Fax Number: (727)781-1387

Also enclosed, please find a copy of a letter dated December 14, 1999 showing the check in the amount of \$70.00 that you have already received. I inadvertently forgot to attach the Articles of Incorporation at that time.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM12:53

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 12:53

ARTICLES OF INCORPORATION
OF

Top Notch Toner, Inc.

The undersigned, Incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Top Notch Toner, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

910 Ohio Avenue, Suite L
Palm Harbor, Florida 34683

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000 SHARES AT NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is:

Michael J. Hathaway
910 Ohio Avenue, Suite L
Palm Harbor, Florida 34683

ARTICLE V INCORPORATOR(S)

The name and street address of the Incorporator to these Articles of Incorporation is:

Michael J. Hathaway
910 Ohio Avenue, Suite L
Palm Harbor, Florida 34683

ARTICLE VI INITIAL BOARD OF DIRECTORS


The initial Board of Directors shall be:

Michael J. Hathaway

ARTICLE VII LOANS TO AND FROM CORPORATION

The Corporation shall be entitled to borrow from and/or loan money to its shareholders.

The undersigned has executed these Articles of Incorporation this 14th day of December 1999.

 INCORPORATOR
Signature/Title

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of corporation is:

Top Notch Toner, Inc.

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

Michael J. Hathaway
910 Ohio Avenue, Suite L
Palm Harbor, Florida 34683

M. Hathaway
SIGNATURE

INCORPORATOR
TITLE

12-14-99
DATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 12:53

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 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.

SIGNATURE *M. Hathaway*

DATE 12-14-99