

PO0000013209

F & M HOWELL
104 ARABIAN TR.
HOT SPRINGS AR 71901
(501) 321-4925

DEPARTMENT OF CORPORATIONS
STATE OF FLORIDA
P O BOX 6327
TALLAHASSEE FL 32314

JANUARY 28, 2000


RE: AFREE COPIER SYSTEMS, INC.
CERTIFICATE OF INCORPORATION

300003121283--7
-02/02/00--01030--008
*****78.75 *****78.75

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE CERTIFICATE OF INCORPORATION AND THE INCORPORATION FEE OF \$78.75. PLEASE PROCESS THIS APPLICATION AND MAIL THE COMPLETED DOCUMENTS TO THE ADDRESS ABOVE. WE OWN THE CORPORATION G N III, INC. THAT HAS FILED THE FICTITIOUS NAME USAGE ON A'FREE COPIER SYSTEMS AND WILL BE FILING A CANCELLATION AS SOON AS THIS INCORPORATION IS COMPLETED.

WE WERE ADVISED THAT THIS IS THE PROPER WAY TO DO THIS. IF THERE ARE ANY PROBLEMS PLEASE ADVISE US AS SOON AS POSSIBLE. THE PHONE # IN TAMPA IS (813) 231-8282 AND OUR FAX # THERE IS (813) 247-6554. ASK FOR FRED HOWELL OR LEAVE A MESSAGE ON OUR VOICE MAIL.

THANK YOU,


F. E. HOWELL

FILED
2000 FEB -2 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2000 FEB -2 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
AFREE COPIER SYSTEMS, INC.**

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: Afree Copier Systems, Inc.

ARTICLE II

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The purpose and general nature of the object of this corporation shall be: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is one thousand shares (1,000) of common capital stock with one dollar (\$1.00) par value. No stockholder shall have any preemptive right to purchase new stock or any type of stock of this corporation.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial principal office of this corporation shall be 4302 E. 10th Ave., Suite 102, Tampa, FL 33605, and the name of this corporation's initial registered agent is: John D. Benton, 3431 Worsham Pl., Titusville, FL 32780.

ARTICLE VI

DIRECTORS

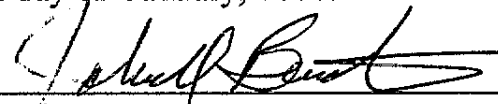
Initially this corporation shall have two members on the Board of Directors. The corporation shall have the authority to operate with a total of seven members of the Board of Directors, should the corporation choose in the future. The following are the names and addresses of the initial two Board of Directors members: John D. Benton and Fred E. Howell, both residing at 3431 Worsham Pl., Titusville FL 32780.

ARTICLE VII

SUBSCRIBERS

The name and street address of the person signing these Articles of Incorporation as a subscriber is as follows: John D. Benton, 3431 Worsham Pl., Titusville FL 32780. The undersigned, being the original subscriber hereinbefore named for purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge, and file this Certificate hereby declaring and certifying that the facts stated herein are true, and accordingly, has hereunto

set his hand and seal this 1st day of January, 2000.

 (SEAL)
John D. Benton

STATE OF FLORIDA

COUNTY OF BREVARD

BE IT REMEMBERED that before me personally came John D. Benton,
party to the foregoing Certificate of Incorporation, known to me personally
to be such, and acknowledging the said Certificate to be the act and deed
and that the facts stated therein are truly set forth.

GIVEN under my hand and seal of office, this 2nd day of JANUARY, 2000.

 (Notary Public)



TONI A MCCLAIN
My Commission CC569029
Expires Jul. 10, 2000

CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT AFREE COPIER SYSTEMS, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AS CITY OF TAMPA, STATE OF FLORIDA,
HAS NAMED JOHN D. BENTON, LOCATED AT 3431 WORSHAM PLACE,
CITY OF TITUSVILLE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OR PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE: SUBSCRIBER

DATE: JANUARY 1, 2000

FILED
2000 FEB -2 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

(RESIDING AGENT)

JANUARY 1, 2000