0000H4038



ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: May 1, 2001

ORDER TIME: 4:0 PM

ORDER NO. : 134485-005

CUSTOMER NO: 81276A

CUSTOMER: Fontayne Willis, Legal Asst

Rissman Weisberg Barrett Hurt 400004131384 ≥ Donahue & Mclain, P.a.

15th Floor
201 East Pine Street
Corlando, FL 32802

TONER HEADQUARTERS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION _ CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

2001 MAY -2 PM 1: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TONER HEADQUARTERS, INC.

ARTICLE I - NAME

The name of this corporation is Toner Headquarters, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office address and the mailing address of this corporation shall be 449 Woldunn Circle, Lake Mary, Florida 32746.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "common shares."

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The registered agent of the corporation shall be Daniel S. Wachs, and the registered office address of the corporation in the State of Florida shall be 449 Woldunn Circle, Lake Mary, Florida 32746.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Daniel S. Wachs 449 Woldunn Circle Lake Mary, Florida 32746

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation are:

Daniel S. Wachs 449 Woldunn Circle Lake Mary, Florida 32746

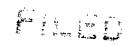
<u>ARTICLE IX - AMENDMENTS</u>

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 30th day of April, 2001.

Daniel S. Wachs

CERTIFICATE OF DESIGNATION OF



REGISTERED AGENT/REGISTERED OFFICE

2001 MAY -2 PM 1:01

SECRE MAY OF STATE TALLAHASSEE FLORIDA 617.0501, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 the corporation is:

Toner Headquarters, Inc. 449 Woldunn Circle Lake Mary, Florida 32746

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

Daniel S. Wachs 449 Woldunn Circle Lake Mary, Florida 32746

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.

Date: April 30, 2001

Dapiel 8. Wachs