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ACCOUNT NO. : 072100000032

REFERENCE : 622063 9429A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 19, 1995

ORDER TIME : 8:56 AM

ORDER NO. : 622063

CUSTOMER NO: 9429A

CUSTOMER: Debbie A. Borgh, Legal Asst
ALFORD BARBER & MARIANI

1550 S. Highland Avenue

Clearwater, FL 34616

100001516311
-06/19/95--01025--022
****122.50 ****122.50

DOMESTIC FILING

NAME: BAY RAYS, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PART: SHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Heneal

EXAMINER'S INITIALS:

T. BROWN JUN 19 1995

FILED
95 JUN 19 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAY RAYS, INC.

FILED
95 JUN 19 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is BAY RAYS, INC. and its mailing address is 11201 Danka Circle North, St. Petersburg, Florida 33716.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of June 19, 1995.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1550 S. Highland Avenue, Clearwater, Florida 34616 and the name of its initial registered agent of this corporation at that address is TIMOTHY K. MARIANI.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
DANIEL M. DOYLE	11201 Danka Circle North St. Petersburg, FL 33716

ARTICLE VII

INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
TIMOTHY K. MARIANI	1550 S. Highland Avenue Clearwater, FL 34616

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

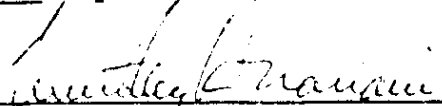
ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is

subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 16 day of June, 1995.


TIMOTHY K. MARIANI


STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 16 day of June, 1995.



NOTARY PUBLIC
STATE OF FLORIDA
CC #294709
DEBRA A. BORGH

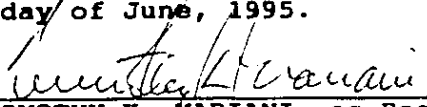
MY COMMISSION EXPIRES JAN. 30, 1997


Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BAY RAYS, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 16 day of June, 1995.


TIMOTHY K. MARIANI, as Registered Agent