

996000006999
PATRICK D. DEERING & ASSOCIATES
A T T O R N E Y S A T L A W

CANDLER BUILDING
127 PEACHTREE STREET, N.E.
SUITE 1101
ATLANTA, GEORGIA 30303
TEL. (404) 659-0101 FAX (404) 659-7200

PATRICK D. DEERING*
LAURA E. JACKSON
FLORIDA & FLORIDA STATE BARS

January 16, 1996

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-01/19/96--01052--003
****131.25 ****131.25

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**RE: BENCHMARK COMMERCIAL COPIES, INC.
RESERVATION NUMBER: R95000005039**

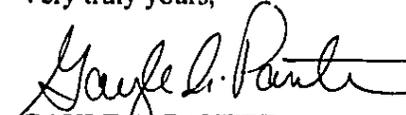
Dear Sir or Madam:

Enclosed please find a firm check in the amount of \$131.25 to cover the costs for the filing fee, Certified Copy and Certificate for the above-referenced Florida Corporation.

I have also enclosed the original and a copy of the Transmittal Letter, Articles of Incorporation and Certificate of Design of Registered Agent/Registered Office.

If you have any questions or require additional information, please feel free to contact me at the above address.

Very truly yours,


GAYLE A. PANTER
Paralegal

GAP:dd
Enclosures

cc: Mr. John Benton-Chairman

FILED
96 JAN 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 1/23/96

**ARTICLES OF INCORPORATION
OF
BENCHMARK COMMERCIAL COPIES, INC.**

FILED
96 JAN 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: BENCHMARK COMMERCIAL COPIES, INC.

ARTICLE II

The corporation is organized pursuant to the Florida Business Corporation Act and may transact any and all lawful business for which may be incorporated under the Laws of the State of Florida.

ARTICLE III

The corporation shall have a perpetual duration.

ARTICLE IV

The corporation is a corporation for profit and is organized for the following purposes: "The providing of copying and related services; the authority to do all things legal and necessary to carry on it business."

ARTICLE V

The corporation shall have the authority to issue not more than 100,000 shares of common stock of \$1.00 par value.

ARTICLE VI

The initial registered office of the corporation is 2135 Northeast Coachman Road,

Clearwater, Pinellas County, Florida 34625. The initial Registered Agent of the corporation is,
Mr. Robert Benton.

ARTICLE VII

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

Benchmark Commercial Copies, Inc.
100 North Biscayne Boulevard
Suite 801
Miami, Florida 33132

ARTICLE VIII

The initial Board of Directors shall consist of the following:

Mr. John Benton-Chairman
Benchmark Commercial Copies, Inc.
127 Peachtree Street, N.E.
Suite LL 15
Atlanta, Georgia 30303

Mr. Rolando Jimenez-Member
Benchmark Commercial Copies, Inc.
100 North Biscayne Boulevard
Suite 801
Miami, Florida 33132

Mr. Robert Benton-Member
2135 Northeast Coachman Road
Clearwater, Florida 34625

Mr. Alfonso Jimenez-Member
Benchmark Commercial Copies, Inc.
100 North Biscayne Boulevard
Suite 800
Miami, Florida 33132

Mr. Ricky Valdes-Vice Chairman
Benchmark Commercial Copies, Inc.
127 Peachtree Street, N.E.
Suite LL 15
Atlanta, Georgia 30303

ARTICLE IX

The name and address of the incorporator is: Patrick D. Deering, Attorney at Law,
Patrick D. Deering and Associates, 127 Peachtree Street, N.E., Suite 1101, Atlanta, Georgia
30303.

ARTICLE X

The corporation shall have the power, at its option, to purchase and acquire any and all shares owned and held by any such shareholder as he should desire to sell, transfer, or otherwise dispose of his shares, or in the event of the death of any such shareholder, upon the terms and

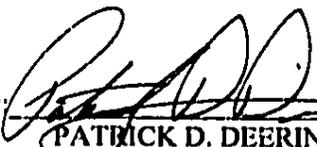
conditions as defined pursuant to the Shareholders Agreement. Any shares not taken and purchased by any or all of the remaining shareholders, then and thereupon, the remaining shares heretofore acquired by the corporation shall become its treasury shares, to be subsequently held or reissued in any manner and under such terms as the Board of Directors may determine ; and, provided, further, that each share certificate issued by said corporation shall bear, plainly printed or written, the following legend:

NOTICE

"Transfer of the Certificate is restricted by the Articles of Incorporation and Shareholders Agreement."

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

PATRICK D. DEERING and ASSOCIATES
Attorney and Incorporator

By: 

PATRICK D. DEERING
Florida Bar Number: 0746850

Date

12/13/95

**CERTIFICATE OF DESIGNATION OF
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/AGENT, IN THE STATE OF FLORIDA.**

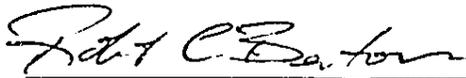
1. The name of the corporation is: **BENCHMARK COMMERCIAL COPIES, INC.**
2. The name and address of the registered agent and office is:

**Mr. Robert Benton
2135 Northeast Couchman Road
Clearwater, Pinellas County, Florida 34625**

STATE DEPT OF STATE
TALLAHASSEE FLORIDA
96 JAN 19 PM 1:46

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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.



ROBERT BENTON
Registered Agent

1/3/96

(DATE)