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1993-1996

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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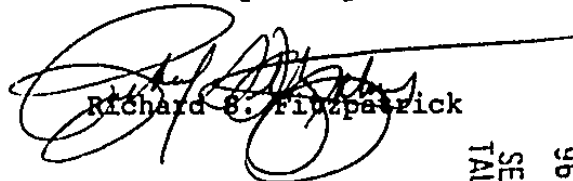
Re: Xerox Solutions, Inc.

Gentlemen:

I enclose herewith Articles of Incorporation and Certificate Designating Registered Agent for the above profit corporation. My check in the amount of \$122.50 is enclosed covering the following costs:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Certificate Designating Registered Agent	<u>35.00</u>
	\$122.50
	=====

Yours very truly,


Richard S. Fitzpatrick

RSF/glf

Enclosures

96 MAY 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

6390

ARTICLES OF INCORPORATION
OF
XEROX SOLUTIONS, INC.

FILED
96 MAY 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby sets forth her intention to form a corporation under the laws of the State of Florida.

Article 1. Name.

The name of this corporation is XEROX SOLUTIONS, INC.

Article 2. General Purpose.

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

Article 3. Capital Stock.

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

Article 4. Registered Office and Agent.

The street address of the principal place of business of this corporation is 210 West Tompkins Street, Inverness, Florida, and the name of the initial registered agent of this corporation is SANDRA L. HIMMEL, whose address is 210 West Tompkins Street, Inverness, Florida 34450.

Article 5. Initial Board of Directors.

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time in accordance with the provisions of the by laws, but shall never be less than one. The name of the initial director of this corporation is:

SANDRA L. HIMMEL
210 West Tompkins Street
Inverness, Florida 34450

Article 6. Incorporator.

The name and address of the person signing these articles is:

SANDRA L. HIMMEL
210 West Tompkins Street
Inverness, Florida 34450

Article 7. By-Laws.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders of this corporation.

Article 8. Indemnification.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Article 9. Amendments.

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 or Directors is subject to this reservation.

Article 10. Pre-emptive 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 at pro-rata share thereof at the price of which it is offered to others.

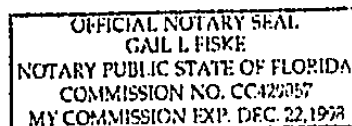
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22^d day of May, 1996.

Sandra L. Himmel
SANDRA L. HIMMEL

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 22nd day of May, 1996, by SANDRA L. HIMMEL who is personally known to me and who did not take an oath.

Gail L. Fiske
NOTARY PUBLIC



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That XEROX SOLUTIONS, INC., desiring to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation located at 210 West Tompkins Street, City of Inverness, County of Citrus, State of Florida, has named SANDRA L. HIMMEL, whose address is 210 West Tompkins Street, City of Inverness, County of Citrus, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

Sandra L. Himmel
SANDRA L. HIMMEL,
Registered Agent

FILED
96 MAY 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA