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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: XEROGRAPHIC SOLUTIONS, INC.

AUDIT NUMBER.....H96000014685

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
XEROGRAPHIC SOLUTIONS, INC.**

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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be XEROGRAPHIC SOLUTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

1007 North Federal Highway, Suite 157
Fort Lauderdale, Florida 33304

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in the business of selling office equipment and supplies for profit and/or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall be effective immediately and exist perpetually.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares of common stock, at (\$1.00) One Dollar par.

ARTICLE VI - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance. This section may be amended from time to time by a majority vote of the Board of Directors.

Prepared by:
Judith A. Dolan, Esq.
8910 Miramar Parkway, Suite 308
Miramar, Florida 33025
(954) 433-5292
Florida Bar No.: 974218

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ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

James M. Fedewa
16686 Golfview Drive
Fort Lauderdale, Florida 33326

ARTICLE X - INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors shall be:


James M. Fedewa
President, Treasurer, Secretary, Director
16686 Golfview Drive
Fort Lauderdale, Florida 33326

ARTICLE XI - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

James M. Fedewa
16686 Golfview Drive
Fort Lauderdale, Florida 33326

The undersigned incorporators have executed these Articles of Incorporation on this 17 day of OCTOBER, 1996.


JAMES M. FEDEWA
Incorporator

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**CERTIFICATE OF DESIGNATION
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 agent/registered office, in the State of Florida.

1. The name of the corporation is: XEROGRAPHIC SOLUTIONS, INC.
2. The name and address of the registered agent and office is:

James M. Fedewa
16686 Golfview Drive
Fort Lauderdale, Florida 33326

Dated this 17 day of OCTOBER, 1996.


JAMES M. FEDEWA
President

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 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 OUR DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF OUR POSITION AS REGISTERED AGENT.


Signature

Date: 10/17/96

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