



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

January 30, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002078908--9
-02/05/97-01083-015
*****70.00 *****70.00

RE: Berry Business Systems Inc.
P3354918BEBER

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Berry Business Systems Inc.

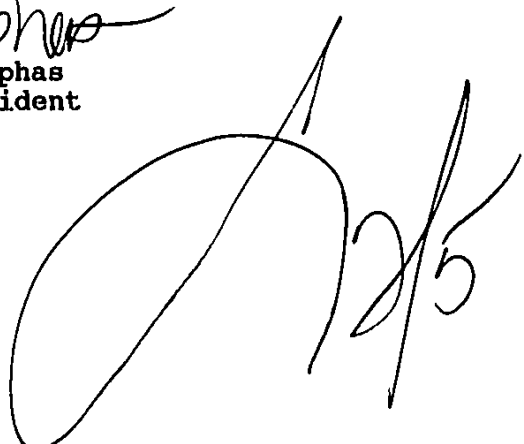
Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,


Regina Cephas
Vice President

enc.



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
Berry Business Systems, Inc.

The undersigned natural person(s), of the age of 21 or more, do hereby certify the following:

- FIRST: The name of the corporation shall be Berry Business Systems, Inc.
- SECOND: The address of the initial registered office of the corporation is 200-A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 18928 St. Laurent Drive, Lutz, FL 33549
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 1,500 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Margaret K. Berry - 18928 St. Laurent Drive, Lutz, FL 33549
John A. Berry, Jr. - 18928 St. Laurent Drive, Lutz, FL 33549

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Linda M. Dobnack 1313 N. Market St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 24th day of January, 1997.

Linda M. Dobnack

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of January, 1997 by Linda M. Dobnack.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

Susan M. Griffin
Notary Public

This document was prepared by Linda M. Dobnack, 1313 N. Market Street, Wilmington, DE 19801-1151. (302) 575-0440

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Berry Business Systems, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Lutz, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


Larry Wolfe

January 24, 1997
Date

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TALLAHASSEE FLORIDA