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672-3664

February 18, 1997

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VIA FEDERAL EXPRESS

The Department of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-02/19/97--01055--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Infinity Business Services, Inc.

Dear Sir or Madam:

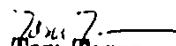
On behalf of Penny J. Murray and Stephen R. Murray, Incorporators of the above-referenced entity, we submit Articles of Incorporation, in duplicate, for filing. We are also forwarding for filing two copies of Consent to Appointment as Registered Agent executed by Penny J. Murray.

Also enclosed is our firm check in the amount of \$122.50 in payment of the filing fee for filing of the above documentation.

I am assuming that the Department of State will return one copy of each document after filing has been completed. We request those copies be forwarded directly to the undersigned who will arrange for delivery thereof to Mr. and Mrs. Murray. Should there be any questions in connection with the foregoing, please do not hesitate to contact me accordingly. Thank you.

Yours very truly,

MESSERLI & KRAMER P.A.

  
Tom Fogas  
enclosures

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FILED  
DIVISION OF STATE  
CORPORATIONS

2/24/97

**ARTICLES OF INCORPORATION  
OF  
INFINITY BUSINESS SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 19 AM 10:50

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE ONE.**     Name. The name of the corporation is INFINITY BUSINESS SERVICES, INC.

**ARTICLE TWO.**     Duration. The duration of the Corporation shall be perpetual.

**ARTICLE THREE.**   Purposes. The Corporation shall have general business purposes in accordance with the laws of the State of Florida.

**ARTICLE FOUR.**    Powers. The Corporation shall have and may exercise all of the powers granted or available to corporations under the laws of the State of Florida and laws amendatory thereof and supplementary thereto, including all powers necessary or convenient to effect any or all of the business purposes for which the Corporation is incorporated.

**ARTICLE FIVE.**    Principal Office. The street address of the principal office and the mailing address of the Corporation is:

18009 Misty Blue Lane  
Tampa, Florida 33647

**ARTICLE SIX.**     Capitalization.

6.1    Authorized Shares. The total number of shares which the Corporation shall have authority to issue is 100,000 shares. Except as otherwise provided for by the Board of Directors, all shares are of the par value of one dollar (\$1.00) per share, are common shares entitled to vote, are of one class and one series and are equal in rights and preferences.

6.2    Classes, Series, Subscriptions, Rights, Options and Conversions. In addition to, and not by way of limitation of, the powers granted to the Board of Directors by the laws of the State of Florida, and except as may be limited or restricted by such laws, the Board of Directors shall have authority and power to establish one or more than one class or one or more series of shares within a class of the Corporation, to set forth the designation of classes or series of shares, to fix the relative rights and preferences of classes or series of shares, including, but not limited to, the price, voting rights, dividend rate and rights, time and price of redemption, liquidation rights and price, conversion and convertibility rights, sinking fund or purchase fund rights, par value, and other terms and features of any class or series of shares, including the number of shares constituting any class or series, (provided, however, the Board of Directors shall have no authority to grant cumulative voting rights or to deny preemptive rights), and to

establish, authorize the issuance of, and grant rights, warrants, and options entitling the holders thereof to purchase from the Corporation shares of any class or series, or bonds, notes, debentures, or other obligations convertible into shares of any class or series.

ARTICLE SEVEN. Cumulative Voting. No holder of any shares of the Corporation shall be entitled to any cumulative voting rights.

ARTICLE EIGHT. Pre-emptive Rights. Whenever the Corporation proposes to issue new or additional shares, or rights to purchase shares of the same class or series as those held by a shareholder of the Corporation, or new or additional securities other than shares, or rights to purchase securities other than shares, that are exchangeable for, convertible into, or carry a right to acquire new or additional shares, of the same class or series as those held by a shareholder of the Corporation, each shareholder shall have the pre-emptive right to subscribe for and purchase such shareholder's pro-rata portion of such new or additional shares or securities, as provided and except as limited by the laws of the State of Florida.

ARTICLE NINE. Registered Office and Registered Agent. The address of the Corporation's initial registered office is:

18009 Misty Blue Lane  
Tampa, Florida 33647

and the name of the Corporation's initial registered agent at that address is:

Penny J. Murray

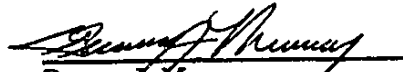
ARTICLE TEN. Directors. The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as initial directors are:

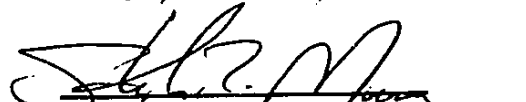
Name	Address
Penny J. Murray	18009 Misty Blue Lane Tampa, Florida 33647
Stephen R. Murray	18009 Misty Blue Lane Tampa, Florida 33647

ARTICLE ELEVEN. Incorporators. The name and address of each incorporator are:

Name	Address
Penny J. Murray	18009 Misty Blue Lane Tampa, Florida 33647
Stephen R. Murray	18009 Misty Blue Lane Tampa, Florida 33647

Executed by the undersigned at Minneapolis, Minnesota on February 13, 1997.

  
Penny J. Murray

  
Stephen R. Murray

TO: The Department of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 19 AM 10:50

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, PENNY J. MURRAY, consent to serve as registered agent in the State of Florida for Infinity Business Services, Inc. I am familiar with and accept the duties and obligations of a registered agent under and pursuant to the provisions of the Florida Business Corporation Act (the "Act") and I agree to comply with the provisions of the Act governing the proper and complete performance of my duties as Registered Agent.

My business address is:

18009 Misty Blue Lane  
Tampa, Florida 33647

  
Penny J. Murray

Dated: February 3, 1997

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