

LAW OFFICES  
GARY J. HAUSLER

GARY J. HAUSLER  
(MEMBER OF FLORIDA, WASH D.C., & N.Y. BARS)

950 N. COLLIER BLVD.  
SUITE 202  
THE SUNTRUST BUILDING  
MARCO ISLAND, FL 34145

(941) 394-3171  
FAX (941) 394-4858

May 2, 1997

Secretary of State  
Corporations Division  
Att.: New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDEAL EXPRESS

400002166084--6  
-05/05/97--01103--019  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: Incorporation of COLLIER COPIER, INC.

Dear Sir:

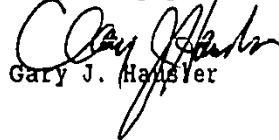
Enclosed herewith please find the following documents with respect to the filing of a new corporation entitled: COLLIER COPIER, INC.:

1. Original and one (1) copy of ARTICLES OF INCORPORATION;
2. The undersigned's escrow account check in the amount of \$122.50 as and for your filing fee;

Please proceed to file the enclosed original Articles and return a copy of the filed Articles of Incorporation for my file.

Thank you for your anticipated cooperation.

Very truly yours,

  
Gary J. Hausler

GJH:ct  
Encs.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 PM 12:32

D. BROWN MAY - 9 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 PM 12:32

ARTICLES OF INCORPORATION  
OF  
COLLIER COPIER, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: COLLIER COPIER, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized are:

1. To engage in the business of the sale, leasing, and/or repair of copying machines and other office equipment and machinery.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is FIVE-HUNDRED (500) shares. Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

#### ARTICLE V

The corporation is authorized to issue only one (1) class of stock and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### ARTICLE VI

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offering shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) day from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately following his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have typed, printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the Corporation."

ARTICLE VII

The street address of the initial registered office of the corporation is: 950 N. Collier Blvd., Suite #202, Marco Island, Collier County, Florida 34145, and the name of its initial registered agent at such address is GARY J. HAUSLER, ESQ.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
DAVID W. GARDINER	122 Jamaica Drive Naples, FL 34113
SAMANTHA J. GARDINER	122 Jamaica Drive Naples, FL 34113

ARTICLE IX

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID W. GARDINER	122 Jamaica Drive Naples, FL 34113

ARTICLE X

The names and addresses of the subscribers to the stock of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID W. GARDINER	122 Jamaica Drive Naples, FL 34113
SAMANTHA J. GARDINER	122 Jamaica Drive Naples, FL 34113

ARTICLE XI

The principal place of business and mailing address of the corporation is: 601 Elkcarn Circle, Suite C-5, Marco Island, FL 34145.

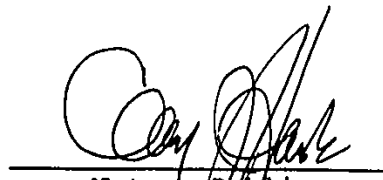
EXECUTED by the undersigned on April 10, 1997, at Marco Island, Florida.

  
DAVID W. GARDINER

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th day of April 1997, by DAVID W. GARDINER, who is personally known to me and who did not take an oath.

My Commission Expires:

  
Notary Public

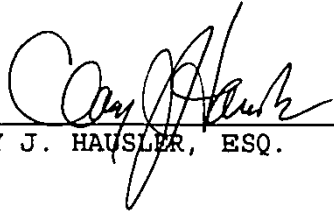


GARY J. HAUSLER  
My Commission CC533000  
Expires Mar. 13, 2000

ACKNOWLEDGMENT BY REGISTERED AGENT

GARY J. HAUSLER, ESQ., having been named Resident Agent in the Articles of Incorporation, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act.

Dated: April 10, 1997

  
\_\_\_\_\_  
GARY J. HAUSLER, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -5 PM 12:32