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REFERENCE : 551748 8793A

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$70.00

ORDER DATE : October 2, 1997

ORDER TIME : 11:34 AM

ORDER NO. : 551748-005

CUSTOMER NO: 8793A

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CUSTOMER: Edward A. Hill, Esq
LANGFORD & HILL, P.A.

1715 West Cleveland Street

Tampa, FL 33606

DOMESTIC FILING

NAME: GBC INNOVATIVE TECHNOLOGIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

FILED
97 OCT -2 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -2 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT -2 1997.

**ARTICLES OF INCORPORATION
OF
GBC INNOVATIVE TECHNOLOGIES, INC**

FILED

97 OCT -2 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporations Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of this Corporation is GBC INNOVATIVE TECHNOLOGIES, INC. The principal place of business of this Corporation shall be 4005 Waterman Avenue, Tampa, Florida 33609 or such other place as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock.

Article III - Preemptive Rights

The Stockholders of the Corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 4005 Waterman Avenue, Tampa, Florida 33609. The initial registered agent of this Corporation is BRENDA J. POLICE.

Article V - Incorporator

The name and address of the person signing these Articles as the incorporator is:

Brenda J. Police
4005 Waterman Avenue
Tampa, Florida 33609

Article VI - Initial Board of Directors

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation are:

Brenda J. Police
4005 Waterman Avenue
Tampa, Florida 33609

Article VII - Cumulative Voting

At all times, each Shareholder of the Corporation who is entitled to vote shall have one vote for each share having voting rights and standing in the Shareholder's name on the Corporation's books. In elections for the Board of Directors, each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors that the Shareholders may elect. The Shareholder may cast all such votes for a single candidate or may distribute them among some or all of the Candidates.

Article VIII - Amendment

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the

Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 30th day of September, 1997.


BRENDA J. POLICE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared BRENDA J. POLICE, who is personally known to me, who did not take an oath, and who is known by me to be the person who executed the foregoing Articles of Incorporation.

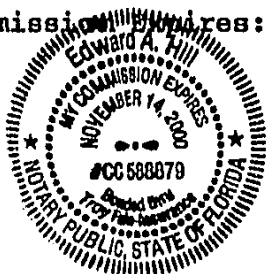
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of September, 1997.

Edward A. Hill
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

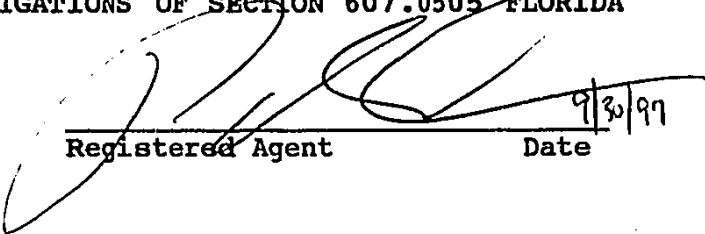
EDWARD A. HILL
(Type/print name of Notary)

(Commission Number)

My Commission Expires:



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.



Registered Agent

Date

9/30/97

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97 OCT -2 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA