

ATTORNEYS AT LAW

COHN COHN
& SINGER

PROFESSIONAL ASSOCIATION

VANESSA E. EGRO, COHN
RONALD BRUCE COHN
GILBERT M. SINGER

JOHN G. BIANCO, COHN
MICHAEL S. TAYLOR

January 16, 1998

Department of State
Corporate Records Division
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Incorporation of Kopicon Enterprises, Inc.

Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Check in the amount of \$70.00 to cover your filing fees.

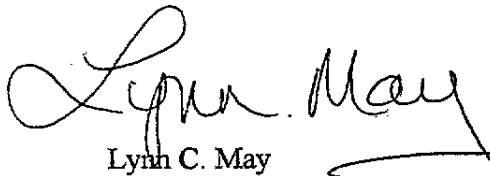
500002407305--3
-01/21/98--01106--002
*****70.00 *****70.00

EFFECTIVE DATE
1-15-98

Enclosed you will also find a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Cordially,

COHN, COHN, SINGER,
BIANCO & HENDRIX, P.A.


Lynn C. May
Paralegal

FILED
98 JAN 21 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/lm

enclosures

REPLY TO: POST OFFICE BOX 3424 • TAMPA, FLORIDA 33601-3424

705 WEST AZEELE STREET • TAMPA, FLORIDA 33606 • TELEPHONE (813) 254-1400 • FACSIMILE (813) 254-5324 • E-MAIL: CCSLAW@GATE.NET

ARTICLES OF INCORPORATION
OF
KOPICON ENTERPRISES, INC.

FILED
98 JAN 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is: **KOPICON ENTERPRISES, INC.**

EFFECTIVE DATE
1-16-98

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTERED AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent shall be K. Bud Conover, and the initial registered office shall be at 12653 Castle Hill Drive, Tampa, Florida 33624. The principal office and mailing address of the Corporation is 12653 Castle Hill Drive, Tampa, Florida 33624.

6. BOARD OF DIRECTORS

The initial Board of Directors shall have one member whose name and address is as follows:


K. Bud Conover
12653 Castle Hill Drive
Tampa, Florida 33624

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

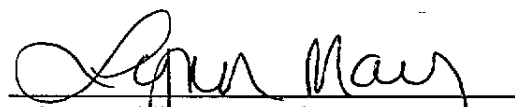
The incorporator of this Corporation is K. Bud Conover, whose address is 12653 Castle Hill Drive, Tampa, Florida 33624.

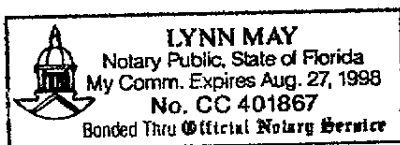
In witness thereof, the undersigned incorporator has executed these Article of Incorporation this 15th day of January, 1998.


K. Bud Conover

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 15th day of January, 1998, by K. Bud Conover, who is personally known to me OR has produced a Florida driver's license as identification.


Notary Public - State of Florida at Large
My commission Expires:



ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for Kopicon Enterprises, Inc. at 12653 Castle Hill Drive, Tampa, Florida 33624, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

A handwritten signature in black ink, appearing to read 'K. Bud Conover', is written over a horizontal line.

K. Bud Conover
Registered Agent

FILED
98 JAN 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA