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LAW OFFICE OF
JOHN W. GARDNER, P.A.

128 W. ROBERTSON STREET
BRANDON, FLORIDA 33511

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March 13, 1998

Florida Department of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

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-03/16/98--01084--017
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION OF
ERNEST E. MATTHEWS, INC.

Dear Madam or Sir:

Enclosed for filing please find Articles of Incorporation for the referenced corporation. Also, enclosed please find our check in the amount of \$122.50, which is your filing fee.

Please certify the copy and return it to this office in the enclosed self-addressed stamped envelope as soon as convenient after filing.

Your attention to this matter is appreciated. Should you have any questions regarding this or any other matter, please telephone my office.

Very truly yours,

JOHN W. GARDNER, P.A.


John W. Gardner

FILED
98 MAR 16 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JWG/mck

Enclosure - Articles of Incorporation

xc: Mr. Ernest E. Matthews

mc 3/17/98

ARTICLES OF INCORPORATION OF ERNEST E. MATTHEWS, INC.

ARTICLE I. NAME

The name of this corporation is ERNEST E. MATTHEWS, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business, including copier sales and service, and other related services.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V. CORPORATION'S PRINCIPAL OFFICE

The principal office of the corporation shall be 2205 Laurel Oak Drive, Valrico, Hillsborough County, Florida. The mailing address of the corporation is the same.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 128 West Robertson Street, Brandon, Hillsborough County, Florida 33511, and the name of the initial registered agent of this corporation at that address is John W. Gardner, Esquire.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. 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 bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Ernest E. Matthews
2205 Laurel Oak Drive
Valrico, Florida 33594

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these articles of incorporation is:

Ernest E. Matthews
2205 Laurel Oak Drive
Valrico, Florida 33594

ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized

by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XI. CUMULATIVE VOTING RIGHTS

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

ARTICLE XII. STOCKHOLDERS' MEETING

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66 2/3% of the shares represented at a meeting at

which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66% of all shares issued and outstanding.

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

The affirmative vote of 66 2/3% of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on March 13, 1998.

FILED

98 MAR 16 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ERNEST E. MATTHEWS


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me ERNEST E. MATTHEWS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on March 13, 1998.



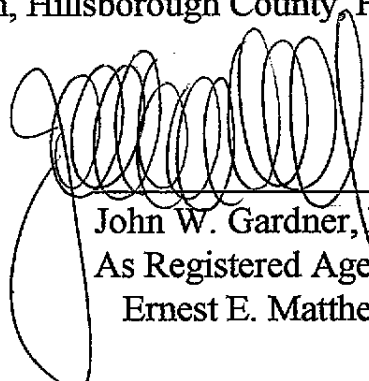
MONICA C KIRBY
My Commission CC447508
Expires Mar. 22, 1999
Bonded by HAI
800-422-1555



MONICA C. KIRBY, Notary Public
My Commission Number: CC 447508
My Commission Expires: 3/22/99

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THIS IS TO CERTIFY that I, John W. Gardner, Esquire, do hereby accept the designation as Registered Agent for ERNEST E. MATTHEWS, INC., further, that the registered office of John W. Gardner, Esquire shall be maintained at 128 West Robertson Street, Brandon, Hillsborough County, Florida 33511.



John W. Gardner, Esquire
As Registered Agent for
Ernest E. Matthews, Inc.