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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

CONTACT: CATHY LEACH  
PHONE: (212)431-5000  
(212)431-5111

FAX #:

NAME: D'FABI, INC.

AUDIT NUMBER.....H98000010959

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 11, 1998

BLUMBERG/EXCELSIOR CORPORATE SERVICES INC

SUBJECT: D'FABI, INC.  
REF: W98000013510

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: E98000010959  
Letter Number: 598A00032882

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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CERTIFICATE OF INCORPORATION  
OF  
D'FABI, INC.

The undersigned being of the age of twenty-one years or over, does hereby set forth:

FIRST: The name of the corporation is D'FABI, INC.

SECOND: The purpose or purposes for which it is to be formed are as follows:

To act in the capacity of an authorized service agent for entities dealing in the business of photocopying and computers.

To repair, sell, purchase, lease and otherwise deal in all types of photocopying machines, computers and photo offset apparatus.

To engage in research and development, purchase, repair, maintain, sale, import, export, license, distribution, manufacture, lease or rental of any product, machine, apparatus, appliance, merchandise and property of every kind and description, ideas, systems, procedures and services of any nature, including, without limiting the generality of the foregoing, all types of products that possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electromechanical and electronic products

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and systems for analysis of visible, radar, sonar or other inputs, voice recognition and identification of voice elements and magnetic storage and drums.

To manufacture, repair, maintain, buy, sell and distribute phonographic dictating machines and to lease or rent the same. To manufacture, buy, sell and distribute the parts and accessories for dictating machines, motors for driving the same and cylinders, tapes, records and discs, or other substance for recording. To manufacture, buy and sell and generally deal in transcribing machines to be used in connection with such dictating machines.

To operate, maintain and manage the business of manufacturing, producing, purchasing, selling and dealing in any and all kinds of paper, and in all the component ingredients, products and compounds, and in any and all materials that now are or hereafter may be used in, or in connection with, manufacturing of paper products. To buy, sell, manufacture and deal in envelopes, folders, cards and all goods, supplies, materials and stationery useful or convenient in connection with the business and manufacture thereof. To print, publish, bind and buy, sell and deal in bags paper, magazines, periodicals and advertising and printed matter of all kinds. To hold, use, sell, circulate, distribute and dispose of the same, and generally to do all things incidental to or connected with the business of manufacturing envelopes, paper articles, paper, publishing and advertising. To carry on the business of paper manufacturers and dealers in materials used in the manufacture

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of paper, and dealers in or manufacturers of any other articles or products of similar character.

To patent, manufacture, repair, rebuild, buy, sell, lease, import, export and generally deal in machines of all kinds for setting type whether singly or in lines and the parts of the machines as well as appliances and devices to be used in connection with them. To install typesetting machines and instruct others in their operation and use.

To manufacture, buy, sell and deal in house and office and store furniture, and all devices and appliances suitable and convenient for use in houses, storages, libraries and offices and particularly desks, bookcases, filing cabinets, card indexes and office stationery supplies.

To acquire and take over as a going concern and to carry on the business of any person, firm, association or corporation engaged in any business which this corporation is authorized to carry on and in connection therewith to acquire the good will and all or any part of the assets and to assume or otherwise provide for all or any of the liabilities of the owner or owners of any such business;

To make, accept, endorse, execute and issue promissory notes, bonds debentures, and other obligations from time to time, for the purchase of property or for any purpose in or about the business of the company, and to secure the payment of any such obligation by mortgage, pledge, deed of trust, or otherwise, and to accept gifts, devises, bequests and to otherwise qualify for the transfer of any and all assets as

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if it were an individual person.

To construct, purchase, lease or otherwise acquire, and to hold, own, use and otherwise dispose of buildings and structures of any kind and description, and equip and use the same for the purpose of conducting the business herein;

To engage in the business of issuing franchises for the use of the franchises to conduct said type of business.

THIRD: A Director at the time of incorporation shall be ISABEL DURAN who is a resident of the State of Florida, more specifically 1204 11th Circle S.E., Apartment 151-21, Largo, Florida 33771.

FOURTH: The office of the Corporation is to be located at 1204 11th Circle S.E., Apartment 151-21, Largo, Florida 33771.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is Two-Hundred (200) shares, which shares are to be without par value.

SIXTH: FABIAN CARRO is designated as the agent of the Corporation, upon whose process against it may be served and the address to which a copy of process against it may be served is 1204 11th Circle S.E., Apartment 151-21, Largo, Florida 33771.

SEVENTH: The subscriber is of the age of twenty-one years or over.

EIGHTH: The duration of the Corporation shall be perpetual.

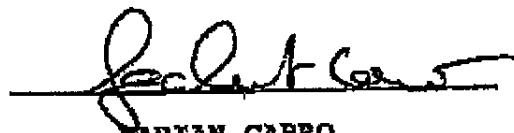
NINTH: The Corporation shall be created under and by virtue of the laws of the State of Florida.

BlumbergExcelsior  
62 White St  
NY, NY 10013  
212-431-5000

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IN WITNESS WHEREOF, this Certificate has been signed by  
the subscriber this <sup>9<sup>th</sup></sup> day of June, 1998.



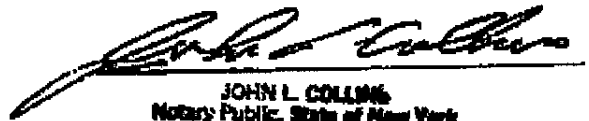
FABIAN CARRO  
1204 11th Circle  
Apartment 151-21  
Largo, Florida 33771

STATE OF NEW YORK )

) ss.:

COUNTY OF RICHMOND)

On the <sup>9<sup>th</sup></sup> day of June, 1998, before me personally came  
FABIAN CARRO, to me known and known to me to be the individual  
described in and who executed the foregoing Certificate of  
Incorporation, and he acknowledged to me that he executed the  
same.



JOHN L. COLLINS  
Notary Public, State of New York  
No. 01005766208  
Qualified in Richmond County  
Term Expires June 28, 2000

Blumberg Excelsior  
62 White St.  
NY, NY 10013  
212-431-5000

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**ACCEPTANCE OF APPOINTMENT**

**AS**

**REGISTERED AGENT**

I, the undersigned, do hereby accept appointment as Registered Agent of  
**D'FABI, INC.**, the within named corporation.

Dated: *June 11th, 1998.*

  
By: **Fabian Carro**  
*Its Agent*

Blumberg & Co. Inc.  
62 White St  
NY, NY 10013  
212-431-5000

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