

State of Florida



Department of State

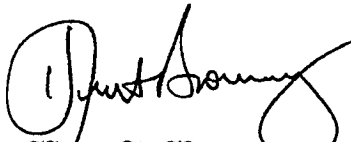
I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of EDD HELMS GROUP, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is H67148.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of November, 2008



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

467148

FILED

ARTICLES OF INCORPORATION
OF
HOTEL-A-COPY, INC.

JUL 18 2 56 PM '65

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file
and acknowledge these Articles of Incorporation for the purpose of
organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:
HOTEL-A-COPY, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall
be to engage in any lawful activity or to transact any lawful business
for which a corporation may be incorporated under the Florida General
Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall
consist of 5,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation will begin
business shall be determined by the initial Board of Directors.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 2929 East Commercial Boulevard, Suite 200, Fort Lauderdale, Florida 33308 and the initial registered agent of this Corporation at that address shall be Laz L. Schneider.

ARTICLE VII

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of the Board of Directors is:

Mr. Edd Helms

17850 State Road 9

Miami, Florida 33162

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

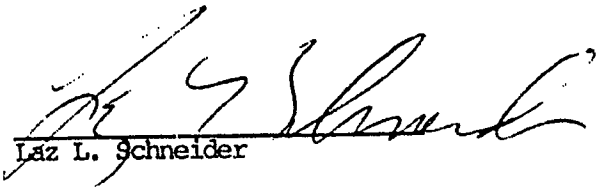
Laz L. Schneider

2929 E. Commercial Blvd.

Suite 200

Ft. Lauderdale, Florida 33308

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal
this 16th day of July, 1985.


Laz L. Schneider

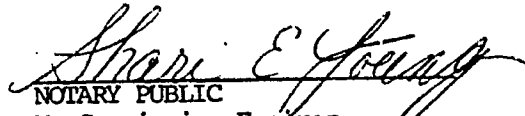
THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation hereby consents to act as such registered agent.


Laz L. Schneider

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Laz L. Schneider, to me known to be the person described as incorporator and registered agent in, and who executed, the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this 16th day of July, 1985.


NOTARY PUBLIC
My Commission Expires:

(Notarial Seal)

Notary Public, State of Florida
My Commission Expires Jan. 29, 1988
Bonded by Minney Agency #462,364B

Dec 3 10 20 AM '95
FALLA : L. J. DA

Carol Helms
CAROL HELMS, Secretary

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

BE IT REMEMBERED, that on this 12th day of September, 1985, personally came before me, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgments or proofs of deeds, W. EDD HELMS, JR. President of HOTEL-A-COPY, INC., a Florida corporation, the corporation described in the foregoing Articles of Amendment, known to me personally to be such, and he the said W. EDD HELMS, JR., as such President, duly executed said Articles of Amendment before me and acknowledged the said Articles of Amendment to be his act and deed and made on behalf of the Corporation; that the signature of said President and of the Secretary of said corporation to said foregoing Articles of Amendment are in the handwriting of the said President and of the Secretary of said Corporation, respectively, and that the seal affixed to said certificate is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Rita P. Gauthier
Notary Public

(S E A L)

My Commission Expires:

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HOTELECOPY, INC.

FILED
JUL 30 11 5 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adopted in accordance with the provisions
of Chapter 607, Florida Statutes

W. EDD HELMS, JR., President and CAROL HELMS, Secretary of HOTELECOPY, INC., a Florida corporation, do hereby certify under the seal of said Corporation as follows:

FIRST: The name of the Corporation is "HOTELECOPY, INC."

SECOND: That the following is a true and correct copy of Article III of the Certificate of Incorporation of the Corporation (which Certificate of Incorporation was originally filed with the Secretary of State of the State of Florida on July 18, 1985, and first amended on December 3, 1985) as approved and consented to by the Board of Directors of the Corporation and the all of the Shareholders of the Corporation:

"ARTICLE III
AUTHORIZED SHARES

The total authorized capital stock of this Corporation is 500,000 shares of Common Stock, par value \$.01 per share."

THIRD: That the Directors and Shareholders (on May 31, 1986) did approve and consent to an amendment to its Certificate of Incorporation as hereinabove set forth in Article SECOND.

FOURTH: That such amendment has been duly adopted in accordance with the provisions of Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, WE, W. EDD HELMS, JR., President and CAROL HELMS, Secretary of HOTELECOPY, INC., have signed these Articles of Incorporation and caused the Corporate Seal of the Corporation to be hereunto affixed this 28th day of July, 1986.

W. Edd Helms, Jr.
W. EDD HELMS, JR., President

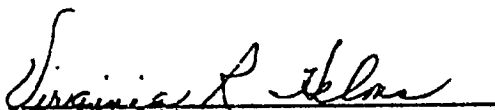
(CORPORATE SEAL)

Carol Helms
CAROL HELMS, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED, that on this 28th day of July, 1986, personally came before me, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgments or proofs of deeds, W. EDD HELMS, JR., President of HOTELECOOPY, INC., a Florida corporation, the corporation described in the foregoing Articles of Amendment, known to me personally to be such, and he, the said W. EDD HELMS, JR., as such President, duly executed said Articles of Amendment before me and acknowledged the said Articles of Amendment to be his free act and deed and made on behalf of the Corporation; that the signatures of said President of said corporation to said foregoing Articles of Amendment are in the handwriting of the said President of said Corporation and of the Secretary of said Corporation, respectively, and that the seal affixed to said certificate is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public

(SEAL)

My Commission Expires:

HOTEL2:Amend
7/21/86:js
REV:3:js

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HOTELECOPY, INC.

Adopted in accordance with the provisions
of Chapter 607, Florida Statutes

W. EDD HELMS, JR., President and CAROL HELMS, Secretary, of
HOTELECOPY, INC., a Florida corporation, do hereby certify under the
seal of said Corporation as follows:

FIRST: The name of the Corporation is "HOTELECOPY, INC."

SECOND: That the following is a true and correct copy of
Article III of the Certificate of Incorporation of the Corporation
(which Certificate of Incorporation was originally filed with the
Secretary of State of the State of Florida on July 18, 1985, and was
amended on December 3, 1985 and on July 30, 1986) as approved and
consented to by the Board of Directors of the Corporation and by a
majority of the Shareholders of the Corporation:

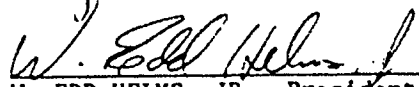
"ARTICLE III
AUTHORIZED SHARES

The total authorized capital stock of this Corporation is
10,000,000 shares of Common Stock, par value \$.01 per share."

THIRD: That the Directors (on May 31, 1989) and Shareholders
(on August 11, 1989) did approve an amendment to its Certificate of
Incorporation as hereinabove set forth in Article SECOND.

FOURTH: That such amendment has been duly adopted in accordance
with the provisions of Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, WE, W. EDD HELMS, JR., president, and CAROL
HELMS, Secretary of HOTELECOPY, INC., have signed these Articles of
Incorporation and caused the Corporate Seal of the Corporation to be
hereunto affixed this 15 day of August, 1989.


W. EDD HELMS, JR., President

(CORPORATE SEAL)


CAROL HELMS, Secretary

STATE OF FLORIDA)

)ss:

COUNTY OF DADE)

BE IT REMEMBERED, that on this 15 day of August, 1989, personally came before me, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgments or proofs of deeds, W. EDD HELMS, JR., President of HOTELECOPY, INC., a Florida corporation, the corporation described in the foregoing Articles of Amendment, known to me personally to be such, and he, the said W. EDD HELMS, JR., as such President, duly executed said Articles of Amendment before me and acknowledged the said Articles of Amendment to be his free act and deed and made on behalf of the Corporation; that the signatures of said President of said corporation to said foregoing Articles of Amendment are in the handwriting of the said President of said Corporation and of the Secretary of said Corporation, respectively, and that the seal affixed to said certificate is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Roberto D. Schuler
Notary Public

My Commission Expires: _____

(SEAL)

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**ARTICLES OF MERGER
OF
EDD HELMS, INCORPORATED,
A FLORIDA CORPORATION
AND
HOTELECOPY, INC.,
A FLORIDA CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), EDD HELMS, INCORPORATED, a Florida corporation, and HOTELECOPY, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Edd Helms Incorporated with and into Hotelecopy, Inc. (the "Merger").

- FIRST:** The Plan of Merger is attached hereto as Exhibit A and incorporated herein.
- SECOND:** The Merger is to be effective immediately upon filing of these Articles of Merger with the Florida Secretary of State.
- THIRD:** The Plan of Merger was adopted by the unanimous written consent of the shareholders of Edd Helms, Incorporated, dated March 26th, 1999, and by a majority of the shareholders of Hotelecopy, Inc., at a shareholders' meeting held on July 30, 1999, which vote was sufficient for its approval.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in its corporate name on the 2 day of August, 1999.

EDD HELMS, INCORPORATED
a Florida corporation

By: W. Edd Helms, Jr. (W. Edd Helm, Jr.)
Its: President (President)

HOTELECOPY, INC.,
a Florida corporation

By: W. Edd Helms, Jr. (W. Edd Helm, Jr.)
Its: President (President)

This instrument was prepared by:
St. John Daugherty, Esq.
Lic. #937274
Tel. 954-523-9908
Bergor Davis & Singeman, PA
100 NE Third Avenue, Suite 400
Fort Lauderdale, Florida 33301

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EXHIBIT A

PLAN OF MERGER

1. Names of Merging Corporations

Edd Helms, Incorporated, a Florida corporation ("EHI"), shall be merged with and into Hotelecopy, Inc., a Florida corporation ("Hotelecopy").

2. Terms and Conditions of the Proposed Merger

2.1 The Merger

The Merger shall occur at the Effective Time, as defined below, at which time the separate existence of EHI shall cease. Hotelecopy shall be the surviving corporation (the "Surviving Corporation"). The name of the surviving corporation shall be Edd Helms Group, Inc. the Surviving Corporation's corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (EHI and Hotelecopy are hereinafter sometimes collectively referred to as the "Constituent Corporations").

2.2 The Surviving Corporation

At the Effective Time of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the Florida Business Corporation Act (the "FBCA").

The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Hotelecopy shall continue unaffected and unimpaired by the Merger; and the corporate franchises, existence and rights of EHI shall be merged with and into Hotelecopy; and Hotelecopy, as the Surviving Corporation, shall be fully vested therewith.

At the Effective Time of the Merger, the separate existence of EHI shall cease and, in accordance with the terms of the merger agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, and all property, real, personal and mixed; and all debts due on whatever account, including subscriptions to shares, all taxes, including those due and owing and those accrued, and all other choses in action, and all and every other interest of or belonging to or due to EHI and Hotelecopy shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of EHI and Hotelecopy; and the title to any real estate, or interest therein, whether by deed or otherwise, vested in EHI and Hotelecopy, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of EHI and Hotelecopy; and any claim existing, or action or proceeding pending, by or against

This instrument was prepared by:
St. John Dangerty, Esq.
Lic. #937274
Tel. 954-525-9900
Beger Davis & Singerman, PA.
100 N.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33301

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EHI or Hotelecoppy may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens upon the property of EHI or Hotelecoppy shall be impaired by the Merger; and all debts, liabilities and duties of EHI and Hotelecoppy shall attach to the Surviving Corporation, and may be enforced against such Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by such Surviving Corporation.

The Constituent Corporations shall execute, deliver, acknowledge and record any and all documents necessary or appropriate to confirm and perfect the transfer of assets and property to the Surviving Corporation.

2.3 Articles of Incorporation

The Articles of Incorporation of Hotelecoppy shall be amended by deleting Article I in its entirety and replacing it with the following:

"Article I: The name of the Corporation is Edd Helms Group, Inc."

The Articles of Incorporation of Hotelecoppy as in effect immediately prior to the Effective Time, as so amended, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the FBCA.

2.4 Bylaws

The Bylaws of Hotelecoppy as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in the manner provided in such Bylaws and in accordance with the FBCA.

3. Manner and Basis of Converting Shares

3.1 Conversion

Each one (1) share of EHI common stock ("EHI Stock") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, and without any action on the part of the holders thereof, automatically be converted into TWO THOUSAND ONE HUNDRED SEVENTY EIGHT and 6363/10000ths (2178.6363) fully paid and non-assessable shares of common stock of Hotelecoppy ("Hotelecoppy Stock") at the Effective Time of the Merger.

3.2 Treasury Shares

Any and all shares of EHI Stock held as treasury shares by EHI shall be canceled and retired at the Effective Time, and no consideration shall be delivered or paid in exchange therefor.

3.3 Fractional Shares

No fractional shares of Hotelecoppy Stock will be issued as a result of the Merger. In lieu of issuing fractional shares, Hotelecoppy will pay cash adjustments to the relevant holder of EHI Stock in respect of any fraction of a share of Hotelecoppy Stock that would otherwise be issuable to such holder.

4. Effective Date of the Merger

The Merger shall become effective immediately upon the filing of Articles of Merger incorporating this Plan with the Florida Secretary of State (the "Effective Time").

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
HOTELECOPY, INC.

1. The name of the Corporation is Hotelecopy, Inc.
2. Article III, "AUTHORIZED SHARES," of the Articles of Incorporation of

Corporation is hereby amended to read in its entirety as follows:


"ARTICLE III
AUTHORIZED SHARES

The total authorized capital stock of this Corporation is 20,000,000 shares of Common Stock, par value \$.01 per share."

3. The foregoing amendment was approved by the Board of Directors of the Corporation by a Unanimous Written Consent signed by them on March 26th, 1999, and was approved and adopted by a majority of the shareholders eligible to vote at a meeting held for such purpose on July 30, 1999.

4. There is only one voting group entitled to vote on the foregoing amendment. The number of votes cast for said amendment by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 2 day of August, 1999.


W. EDD HELMS, JR.
President

This instrument was prepared by:
St. John Dangherty, Esq.
Lia. #937274
Tel. 954-523-9900
Berger Davis & Singman, P.A.
100 N.E. Third Avenue, Suite 400

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SECRETARY OF STATE
TALAMHASEE FLORIDA