

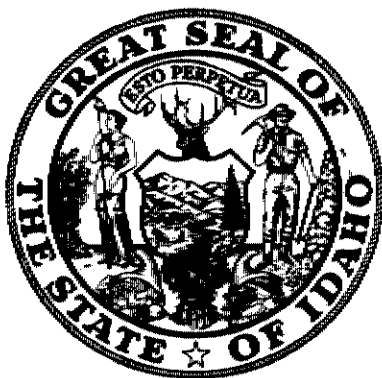
**CERTIFICATE OF INCORPORATION  
OF**

**INTERNATIONAL OFFICE CONCEPTS, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 23, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Julie H. H. H.*

RECEIVED  
SECRETARY

ARTICLES OF INCORPORATION

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of  
INTERNATIONAL OFFICE CONCEPTS, INC.

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The undersigned natural persons of the age of twenty-one or more, acting as incorporators under the provisions of the Idaho Business Corporations Act adopt the following Articles of Incorporation:

Article I

NAME

The name of this corporation is International Office Concepts, INC.

Article II

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

c. Article III

PURPOSES AND POWERS

SECTION 1 PURPOSES. The purposes for which this corporation is organized are as follows:

- (a) To engage in the business of selling and buying office equipment, supplies and promoting concepts.
- (b) To engage in the business of importing and exporting office equipment, supplies and office concepts.
- (c) To engage in the business of providing funds for such firms, individuals or corporations as are involved in the office equipment, office supplies or office concepts industries or associated with such.
- (d) To engage in all activities that are necessary, suitable or convenient for the accomplishment of the above mentioned purposes or which are incidental thereto or connected therewith; to conduct its business and carry out the above purposes in any state, territory, district or possession of the United States of America, in the Federal Republic of Germany or in any foreign country to the extent not forbidden by law.

SECTION 2 POWERS. This corporation shall have all the powers specified in the Idaho General Business Corporation Act, Idaho Code Section 30-114 and in addition thereto the following powers:

- (a) To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the

attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or powers.

(b) Employee Plans. From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the board of directors.

#### Article IV

##### STOCK

SECTION 1 DESCRIPTION OF CLASSES OF SHARES. There shall be one class of shares all of which shall be common shares.

SECTION 2 NUMBER OF SHARES. The aggregate number of shares which this corporation shall have authority to issue is 50000 shares at non-par value.

SECTION 3 VOTING RIGHTS. Each share shall have equal voting powers; each share entitling the holder to one vote.

SECTION 4 NONASSESSIBLE. No shares shall be issued until the same are fully paid for and when fully paid up for the same shall be nonassessible. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessible".

#### Article V

##### MINIMUM CAPITAL FOR COMMENCING BUSINESS

This corporation shall not commence business until at least \$ 1000.00 in value has been received as consideration for the issuance of shares.

#### Article VI

##### PREEMPTIVE RIGHTS AND RELATED MATTERS

SECTION 1 STATEMENT OF PREEMPTIVE RIGHTS. After the first two shares of this corporation's authorized stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued

(whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of the receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

SECTION 2 CONSIDERATION FOR SHARES. Shares of this corporation shall be issued only for cash to an amount not less than that from time to time established by the board of directors; shares being issued for consideration other than cash, the fair value of which to be established by the board of directors from time to time in accordance with the cash amount set forth for the issuance of shares during the same time.

Article VII

PROVISIONS FOR THE REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

SECTION 1 MEETINGS OF SHAREHOLDERS AND DIRECTORS. Meetings of the shareholders and directors of this corporation may be held within or without the State of Idaho at such place or places as may from time to time be designated in the code of by-laws or by resolution of the board of directors.

SECTION 2 CODE OF BY-LAWS. The initial code of by-laws of this corporation shall be adopted by its shareholders. The power to amend or repeal the by-laws or to adopt a new code of by-laws shall be in the shareholders with the affirmative vote of the holders of two-thirds of the shares outstanding being necessary to exercise the power. The code of by-laws may contain any provisions for the regulation of management of this corporation which are consistent with the Idaho Business Corporation's Act and these articles of incorporation.

Article VIII

REGISTERED OFFICE

The initial registered office in the State of Idaho of this corporation has the post office address of 1125 Syringa Drive, Idaho Falls, Idaho, 83401, with the initial registered agent being Holger G. Nickel at the above address.

Article IX

INFORMATION ON THE INCORPORATORS

The name and post office address of each of the incorporators (who also constitute the initial Board of Directors) and the number of shares for which each subscribed are as follows:

Holger G. Nickel	1125 Syringa Drive, Idaho Falls, Idaho 499
Werner Michel	9a Petterweiler Strasse, 6368 Bad Vilbel, Federal Republic of Germany

500

Gayla Nickel

1125 Syringa Drive, Idaho Falls, Idaho

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In witness whereof, the undersigned being the incorporators of this corporation, execute the Articles of Incorporation in triplicate and certify to the truth of the facts therein stated and do respectively subscribe to the number of shares hereinbefore set forth after our names, this \_\_\_\_ day of \_\_\_\_ 198 .

  
(Holger G. Nickel)

(Gayla Nickel)



This 8<sup>th</sup> day of March, 1988

(Werner Michel)

STATE OF IDAHO                   )  
  ) ss.  
County of Bonneville         )

I, the undersigned, a notary public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that on this 8<sup>th</sup> day of March, 1988, before me, personally appeared Holger G. Nickel and Gayla Nickel, known

to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same, and swore to the truth of the facts therein stated.

Witness my hand and notary seal this 8th day of March 1988.

State of Idaho

Falls, Idaho

Notary Public for

Residing at: Idaho Falls

*David Johnson*

My commission

expires: November 16, 1992

Federal Republic of Germany)

State of Hussia )

I, the undersigned, a notary public duly commissioned to take acknowledgments and administer oaths in the Federal Republic of Germany, State of Hussia, certify that on this \_\_\_\_\_ day of \_\_\_\_, 198\_\_, before me, personally appeared Werner Michel, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed the same, and swore to the truth of the facts therein stated.

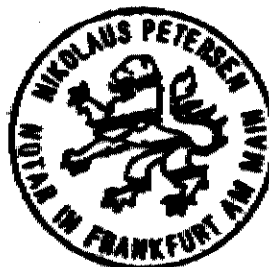
Witness my hand and notary seal this \_\_\_\_\_ day of \_\_\_\_, 198\_\_.

*Werner Michel*

Urkundenrolle Nr.1/1988

Vorstehende heute vor mir vollzogene Unterschrift des Kaufmanns Werner Michel, wohnhaft Petterweiler Str. 9a, 6368 Bad Vilbel, von Person bekannt, beglaubige ich hiermit.

Frankfurt am Main, den 5. Januar 1988



*[Signature]*  
NOTAR