

ARTICLES OF INCORPORATION

OF

OFFICE PARTNERS, INC.

Article I

The name of the corporation is Office Partners, Inc.

Article II

The period of its duration is perpetual.

Article III

The purpose or purposes for which the corporation is organized are to provide provide purchasing and marketing support to independent office supply dealers throughout the United States and abroad and to engage in any lawful act or activity for which a corporation may be organized under the Alabama Business Corporations Act.

Article IV

The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 10,000 shares of common stock, par value of \$.10 per share.

Article V

The location and mailing address of the initial registered office of the corporation is 350 Canyon Park Dr., Suite B., Pelham, Alabama 35124 and the name of its initial registered agent at this address is Terry Bates.

Article VI

The number of directors constituting the initial board of directors of the corporation is two, and the name and address of the person who is to serve as director until the first annual meeting of shareholders and until their successors

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are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
James Hebert	6595 Mill Creek Cir. Birmingham, AL 35242

Article VII

The name and address of the incorporator of the corporation is Terry Bates
106 Hillsedge South, Birmingham, Al 35210.

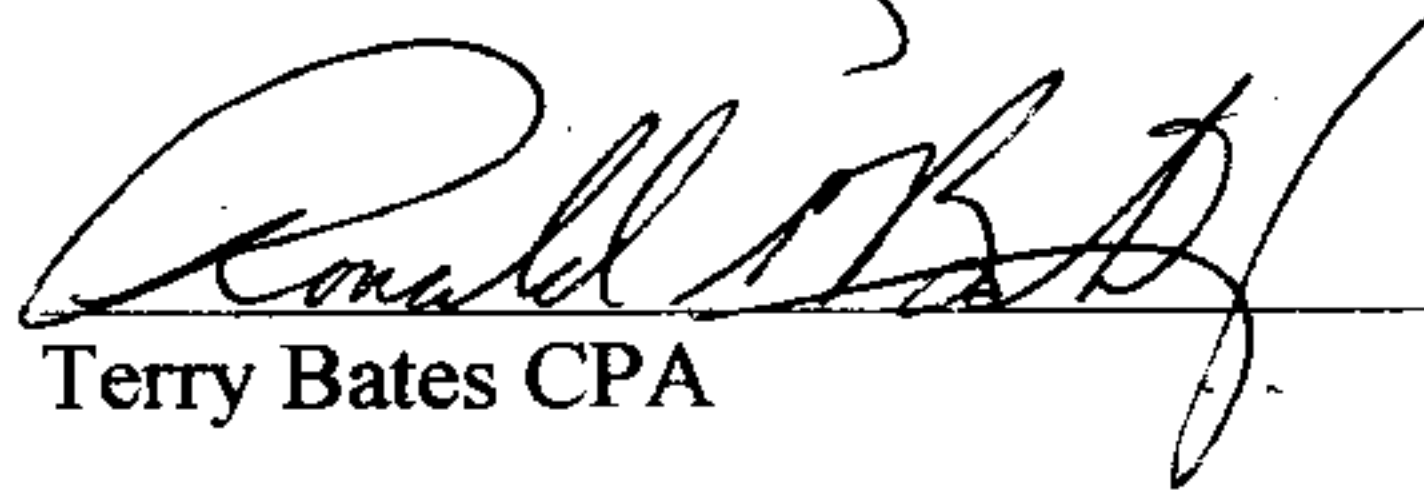
Article VIII

Each shareholder shall have a pre-emptive right to purchase shares of any
class of capital stock of the corporation, including treasury shares.

Article IX

The corporation shall have the right to purchase, take, receive or otherwise
acquire, hold, own, pledge and transfer or otherwise dispose of its own shares.
Purchase by the corporation of its own shares, whether direct or indirect, may be
made to the extent of unreserved and unrestricted earned surplus and capital
surplus of the corporation available therefor.

The undersigned, acting as the incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 2nd day of February, 1998.


Terry Bates CPA

State of Alabama)

County of Jefferson)

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that Terry Bates whose name is signed to the foregoing Articles of Incorporation and who are known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, they executed the same voluntarily and as their act on the day the same bears date.

Given under my hand and official seal this the 2nd day of February, 1998.


Notary Public

My commission expires: My Commission Expires Sept. 26, 1998.

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Office Partners, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Terry Bates, 106 Hillsedge South, Birmingham, AL 35210 for a period of one hundred twenty days beginning December 30, 1997 and expiring April 30, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 30, 1997

Date



Jim Bennett

Secretary of State



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