

326927

CERTIFICATE OF INCORPORATION

-of-

COMMODORE DRY COPY, INC.

Pursuant to Article Two of the
Stock Corporation Law

We, the undersigned, desiring to form
a corporation pursuant to Article Two of the Stock
Corporation Law of the State of New York, do hereby
make, subscribe and acknowledge this Certificate
for that purpose as follows:

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FIRST: The name of the proposed corporation
is **COMMODORE DRY COPY, INC.**

SECOND: The purposes for which said corpora-
tion is to be formed are as follows:

To purchase, sell, lease, manufacture,
repair, import, export and generally deal in and deal
with new and used goods, wares and merchandise,
particularly office machines of every nature and
description, and every kind of personal property,
including patents and patent rights, chattels,
easements, privileges and franchises which may lawfully
be sold, purchased or dealt with by corporations formed
under Article Two of the Stock Corporation Law of the
State of New York

To buy, sell, deal in, lease, mortgage, encumber, hold, manage, develop, or improve real estate, fixtures and personal property incidental thereto or connected therewith; to purchase, acquire, lease, sell, convey or otherwise dispose of, mortgage, encumber, hire, build, construct, reconstruct, improve, erect, manage, operate, alter any and all buildings, dwellings, tenements or hereditaments or any interest therein, offices, stores, warehouses, mills, shops, plants, rights, easements, premises, and privileges.

To acquire by purchase, lease or otherwise, and to build, erect, establish, and to maintain manufacturies and other plants of all kinds, also any and all buildings, works, wharves, docks, piers, elevators or other structures required for the use in connection with, or capable of being used in connection with, or being necessary, expedient or convenient for the purpose of the corporation or in the conduct or furtherance of any of its business.

To buy, sell, invest, deal in and with, own and hold shares of stock, bonds, mortgages, debentures, notes, securities, obligations and evidences of indebtedness of any corporation, public or private, of any government, state, municipality or any other body or authority; to mortgage or charge all or any part of the property and rights of the corporation, to invest, reinvest or vary the investment of the capital of the company in all the foregoing and in all the property of whatsoever kind or nature mentioned in these objects, to make advances upon, issue, sell and buy on commission or otherwise dispose of any of the investments aforementioned or to act as agent for any of the foregoing or like purposes.

To manufacture, purchase and otherwise acquire, deal in, hold, own, mortgage, sell, pledge, transfer or otherwise dispose of goods, wares and merchandise and property of any and every class and description except bills of exchange.

To carry on and undertake any business undertaking, transaction or operation carried on or undertaken by merchants, commissionmen, factors, importers, exporters and manufacturers' agents, and to act as agent or representative of corporations, firms and individuals, and do a general business as a commission merchant, selling agent and factor in the manner and to the same extent as natural persons can do.

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To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, use, own, operate and introduce and to sell, assign, or otherwise dispose of any trade marks, trade names, patents, inventions, improvements, formulae, processes, trade secrets and devices used in connection with or secured under Letters Patent of the United States or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of or otherwise to account for such trade marks, patents, licenses, processes, formulae, devices and alike, or any such property or rights, providing also that the terms "use" and "operate" shall not be deemed to include any business except such as permitted by the Stock Corporation Law of the State of New York.

To enter into, make, perform and carry out contracts of every kind and for any lawful purpose pertaining to the corporation's business with any person, firm, association or corporation.

To borrow or raise money without limit as to the amount by the issue of or upon warrants, bonds, debentures, or other negotiable or transferable instruments or otherwise.

To sell or issue all or any part of its capital stock or any bonds, debentures or other evidences of indebtedness authorized by the Board of Directors for cash or in payment for the good will, rights, business, personal property, real estate, or leases thereon, of any person, firm, association or corporation, and the judgment of its Board of Directors as to the value of such good will, rights, business, property, real estate or lease thereon shall in the absence of fraud be conclusive; to hold or in any manner dispose of the whole or any part of the property so purchased or to conduct in any lawful manner the whole or any part of the business so acquired, provided such business is of a kind herein stated, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To purchase, acquire, hold and dispose of the stock, bonds, and other indebtedness of any corporation, domestic or foreign, and to pay for the same in cash or issue in exchange therefor its stock, bonds, or other obligations; to possess and exercise in respect thereof all the rights, powers and privileges of individual owners or holders thereof and to exercise any and all voting powers thereof.

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To make any guarantee respecting dividends, stocks, bonds, contracts or other obligations so far as the same may be permitted to corporations organized under said Stock Corporation Law.

To conduct its business in all or any of its branches so far as permitted by the laws of the State of New York, and any other State of the United States of America, and in the territories thereof, and in the District of Columbia and in any and all dependencies, colonies or possessions of the United States and in any and all foreign countries and all dependencies, colonies, or possessions of said foreign countries.

THIRD: The shares of the corporation are to be without par value, and

(a) The total number of shares that may be issued by the corporation is two hundred.

(b) None of the shares is to have a par value.

(c) The number of shares which are to be without par value is two hundred.

(d) The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having a par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as from time to time by resolution of the Board of Directors may be transferred thereto.

FOURTH: The office of the corporation is to be located in the Borough of Manhattan, City of New York.

FIFTH: The duration of the corporation shall be perpetual.

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SIXTH: The number of directors of the corporation shall be not less than three nor more than ten.

SEVENTH: The names and post office addresses of the directors until the first annual meeting of stockholders are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
BENJAMIN H. OREMLAND	385 Fifth Avenue New York 16, N.Y.
ROBERT I. MANDEL	385 Fifth Avenue New York 16, N.Y.
SYLVIA BRANDEIS	385 Fifth Avenue New York 16, N.Y.

EIGHTH: The names and post office addresses of the subscribers of this certificate and the number of shares of stock which each agrees to take in said corporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
BENJAMIN H. OREMLAND	385 Fifth Avenue New York 16, N.Y.	One (1)
ROBERT I. MANDEL	385 Fifth Avenue New York 16, N.Y.	One (1)
SYLVIA BRANDEIS	385 Fifth Avenue New York 16, N.Y.	One (1)

NINTH: The stockholders shall have the right of cumulative voting in accordance with Section 49 of the Stock Corporation Law.

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TENTH: All of the subscribers of this certificate of incorporation are of full age; at least two-thirds of them are citizens of the United States, and at least one of them is a resident of the State of New York, and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

ELEVENTH: The directors need not be stockholders, and the directors may hold their meetings outside of the State of New York.

TWELFTH: The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served within the State of New York, and the address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law is care of BENJAMIN H. OREMLAND, Esq., 385 Fifth Avenue, New York 16, N. Y.

IN WITNESS WHEREOF, we have made and signed this certificate this 18th day of May, 1962.



Benjamin H. Oremland (L.S.)



Robert I. Mandel (L.S.)



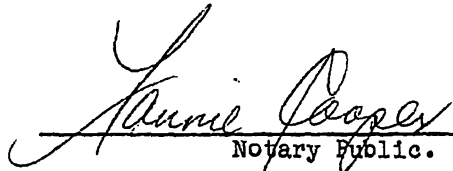
Sylvia Brandeis (L.S.)

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STATE OF NEW YORK)
CITY OF NEW YORK) SS.:
COUNTY OF NEW YORK)

On the 18th day of May, 1962
before me personally came BENJAMIN H. OREMLAND, ROBERT I. MANDEL
and SYLVIA BRANDEIS to me known, and known to me to
be the individuals described in, and who executed the foregoing
Certificate of Incorporation, and they duly severally acknow-
ledged to me that they executed the same.




Notary Public.

FANNIE COOPER
Notary Public, State of New York
No. 31-5403950
Qualified in New York County
Cert. filed in N.Y. Co. Clk's & Reg. Off.
Term Expires March 30, 1964

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W.C. 

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- of -

COMMODORE DRY COPY, INC.

Pursuant to Article Two of the
Stock Corporation Law.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 21 1962

TAX \$ 10

FILING FEE \$ 50

Caroline H. Simon

Secretary of State

By *J. Carpenter*

BENJAMIN H. OREMLAND
ATTORNEY AT LAW

385 FIFTH AVENUE • NEW YORK 16, N.Y.

MURRAY HILL 3-0274

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