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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

VENDORBID.COM, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**VENDORBID.COM, INC.**

*These Articles are in compliance with Chapter 607, F.S.*

**ARTICLE I**

The name of this corporation shall be:

**VENDORBID.COM, INC.**

**ARTICLE II**

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

**ARTICLE III**

The principal place of business and mailing address of this corporation shall be: 156 N.W. 37 STREET, MIAMI, FL 33127

**ARTICLE IV**

The general nature of business of this corporation is to transact any and all lawful business.

**ARTICLE V**

The aggregate number of shares which this corporation shall have authority to issue are 1,000 shares having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: MARTIN M. DERNIS  
2701 S.W. LEJEUNE ROAD  
CORAL GABLES, FL 33134

ARTICLE VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is(are):

MARK CEDAR PRESIDENT	156 N.W. 37 STREET MIAMI, FL 33127
JON CEDAR SEC./TREAS.	156 N.W. 37 STREET MIAMI, FL 33127

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 WEST FLAGLER STREET #200  
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 1<sup>st</sup> day of MARCH, 2000.

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Ray Stormont  
Incorporator  
Ray Stormont/President  
Signing for  
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that VENDORBID.COM, INC  
(Name of Corporation)

desiring to organize under the laws of the State of FLORIDA  
(Florida)

with its principal office, as indicated in the articles of incorporation has

named MARTIN M. DERNIS  
(Name of Registered Agent)

located at 2901 S.W. LEJEUNE ROAD

City of CONWAY FLORES County of MIAMI DIXIE State of Florida,  
as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE   
Registered Agent

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