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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FLORIDA PROFIT/NON PROFIT CORPORATION

Vendor-Pass, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
VENDOR-PASS, INC.**

ARTICLE I - NAME

The name of this Corporation is Vendor-Pass, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office and mailing address of this Corporation is One Independent Drive, Jacksonville, Florida 32202.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the laws of the United States and of the State of Florida.

ARTICLE IV - SHARES

The Corporation is authorized to issue 1,000 shares of Common Stock, all of which shall be of no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is Corporation Service Company.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial number of Directors constituting the initial Board of Directors of this Corporation shall be three and the name and address of each person who is to serve as a member thereof is:

Timothy D. Payne	One Independent Drive Jacksonville, Florida 32202
Robert P. Crouch	One Independent Drive Jacksonville, Florida 32202
Tyra H. Tutor	One Independent Drive Jacksonville, Florida 32202

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TALLAHASSEE, FLORIDA

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ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Brad S. Macdonald, One Independent Drive, Jacksonville, Florida 32202.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of November 2007.

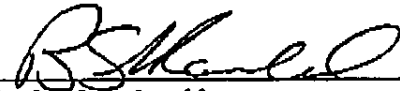


Brad S. Macdonald
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Vendor-Pass, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Corporation Service Company, located at 1201 Hays Street, City of Tallahassee, State of Florida 32301, as its agent to accept service of process within Florida.




Brad S. Macdonald
Incorporator

11/14/2007

Date

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, Corporation Service Company hereby agrees to act in this capacity, and Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties.

CORPORATION SERVICE COMPANY

By: 

Print Name: Jeanine Reynolds
Title: as its agent

Date: 11-14-07
