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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

CORPORATION(S) NAME

Inventory Placement Systems Inc.

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Mark
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
INVENTORY PLACEMENT SYSTEMS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is

INVENTORY PLACEMENT SYSTEMS INC.

SECOND: The street address, wherever located, of the principal office of the corporation is

Principal Address: 3201 Walter Travis Drive
Sarasota, Florida 34240

The mailing address, wherever located, of the corporation is

Mailing Address: 3201 Walter Travis Drive
Sarasota, Florida 34240

THIRD: The number of shares the corporation is authorized to issue is:

100 Shares, No Par Value

FOURTH: The street address of the initial registered office of the corporation is:

3201 Walter Travis Drive
Sarasota, Florida 34240

The registered agent at that address is:

Samuel Goldstein

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The number of Directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as Director until the First Annual Meeting of Shareholders or until his successor is elected and qualifies is:

Samuel Goldstein
3201 Walter Travis Drive
Sarasota, Florida 34240

SIXTH: The name and address of each incorporator is:

Douglas P. Coopersmith, Esquire
Silverman Coopersmith & Frimmer
Suite 910 - Two Penn Center
Philadelphia, PA 19102

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SEVENTH: The purpose for which the corporation is organized is:

To have authority to engage in any lawful business for which corporations may be organized and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

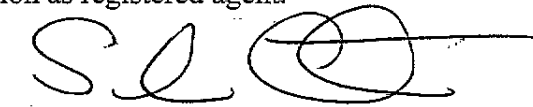
The undersigned has executed these Articles of Incorporation this 23 day of December, 1998.



Douglas P. Coopersmith

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

November 30, 1998



Samuel Goldstein