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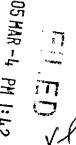
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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT:	YEIN MENT (PROPOSED CORPORA)	Vendors Astrocu	ssociation, Inc	7
Enclosed is an original and		cles of Incorporation and a	a check for :	
\$70.00 Filling Fee		□\$78.75 Filing Fee & Certified Copy	□ \$87.50 Filing Fee, Certified Copy & Certificate	
		ADDITIONAL CO	PPY REQUIRED	
FROM: Lisa Ard Name (Printed or typed)				
_		Monkoest, St	e.206	
-	Tallahasse City,	State & Zip	_	

NOTE: Please provide the original and one copy of the articles.

850 - 224 - 1002

Daytime Telephone number

284-5165

ARTICLES OF INCOPORATION

OS MAR -4 PM 1:42

OF

GOVERNMENT VENDORS ASSOCIATION, INC.

A FLORIDA NONPROFIT CORPORATION

The undersigned, desiring to form a Not for Profit corporation pursuant to Chapter 617 of the Florida Statutes, does hereby make, subscribe, and acknowledge these Articles of Incorporation, as follows:

ARTICLE I NAME

The name of the Corporation shall be Government Vendors Association, Inc. and its business address shall be 150 South Monroe Street, Suite 206, Tallahassee, Florida 32301.

ARTICLE II DURATION

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE III EXEMPT STATUS

The Corporation is organized exclusively for informational purposes and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under applicable law.

ARTICLE IV NONPROFIT PURPOSE

The purpose for which the Corporation is to be formed is to establish an association for vendors providing services and supplies to public agencies. It is not established for any other purpose and is not engaged or for pecuniary profit except as permitted under the Florida Not For Profit Corporation law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302 of the Florida Statutes.

ARTICLE V SCOPE OF ACTIVITY

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such proposes. The Association will establish a Code of Ethics for its membership related to government contracting. The Association will provide educational opportunities and representation necessary to implement the goals and objectives set by its Board of Directors.

ARTICLE VI PRINCIPAL OFFICE

The address of the corporation's principal office is 150 South Monroe Street, Suite 206, Tallahassee, Florida 32301.

ARTICLE VII ADDRESS FOR NOTICE

The address to which the Secretary of State shall mail a copy of any notice required by law is 150 South Monroe Street, Suite 206, Tallahassee, Florida 32301.

ARTICLE VIII REGISTERED AGENT

The Corporation designates Barbara D. Auger, whose business address is 201 South Monroe Street, Suite 500, Tallahassee, Florida 32301 as its registered agent.

ARTICLE IX **INCORPORATORS**

The name and place of residence of the subscriber of these Articles of Incorporation are as follows:

Name

City

Lisa Ard

150 S. Monroe St., Ste. 206, Tallahassee, Florida 32301

ARTICLE X **DIRECTORS**

There shall be (3) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors_until the first election thereof are as follows:

Name

Address

Roy Cales, Chairman 150 S. Monroe St., Ste. 206, Tallahassee, Florida 32301

Bob McCarthy

1025 Greenwood Blvd., Ste. 208, Lake Mary, Florida 32746

Michael Briggs

482 Hermosita Drive, St. Pete Beach, Florida 33706

ARTICLE XI **ELECTION OF DIRECTORS**

Directors of the Corporation shall be elected in the manner provided by the By-Laws.

ARTICLE XII MEMBERSHIP

The Corporation shall have no stock or members.

ARTICLE XIII DISSOLUTION AND DISTRIBUTION

Dissolution of the Corporation and the distribution of its assets shall be made in accordance with Chapter 617 of the Florida Statutes and the By-Laws of the Corporation.

IN WITNESS WHEREOF, I have subscribed my name this 200d day of March, 2005

Lisa Ard, Incorporator

STATE OF FLORIDA

COUNTY OF LEON

On this day of ________, 2005, before me, a Notary Public in the aforesaid State and County personally appeared Lisa Ard, who is known to me to be the person named in and who executed the foregoing instrument and who severally acknowledged that she executed the same freely.

Karen A. Botino

MY COMMISSION # DD178911 EXPIRES

January 29, 2007

BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature Registered Agent

Signature/Incorporator

3/2/05

Date

3-4-0S

05 MAR - 4 PM 1: 42