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TRADEPOINT
SOLUTIONS CORPORATION

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

October 11, 2000
FILED
OCT 16 AM 9:12
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation and Designation and Acceptance
of Registered Agent-Vgistics Corporation.

Dear Department of State:

Pursuant to the Florida Statutes, we hereby enclose an original and one copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent for Vgistics Corporation.

Additionally we enclose our check in the amount of \$70.00 to cover the filing fees.

Please notify this office when these documents have been filed and accepted by your Department.

Thank you for your anticipated cooperation.

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*****70.00 *****70.00

Very truly yours,

Ellen Rosner

Ellen Rosner, Esq.
General Counsel
TradePoint Solutions Corporation

Enclosure: As Stated

10-18

ARTICLES OF INCORPORATION

OF

VGISTICS CORPORATION

The undersigned Incorporator desiring to form a Corporation in accordance with Chapter 607 of the Florida Statutes and adopt the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of the Corporation shall be Vgistics Corporation.

II. PURPOSE

The purpose for which the Corporation is organized is to provide products and services.

III. DURATION

The term of the existence of the Corporation shall be perpetual. The Corporation shall be authorized to do business as of October 11, 2000

IV. CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is Ten-Million (10,000,000) shares. There shall be one category of stock.

V. CAPITAL

The amount of stated capital which the Corporation shall begin business with is One Thousand dollars (\$1,000.00).

VI. PRINCIPAL OFFICE OR PLACE OF BUSINESS

The principal office or place of business shall is 2107 Hendricks Avenue, Suite 211, Jacksonville, Florida 32207.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VII. REGISTERED OFFICE AND REGISTERED AGENT

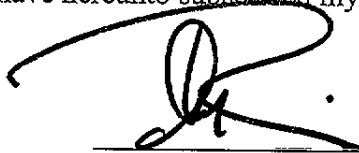
The address of the initial registered office of the Corporation in this State is: 2107 Hendricks Avenue, Suite 211, Jacksonville, Florida. The initial registered agent at the registered office is I. Mark Rubin.

VIII. INCORPORATOR

The name and address of the Incorporator is:

I. Mark Rubin
2107 Hendricks Avenue, Suite 211
Jacksonville, Florida 32207

IN WITNESS WHEREOF, I have hereunto subscribed my name this 11th day of October, 2000.



I. Mark Rubin
Incorporator

STATE OF FLORIDA

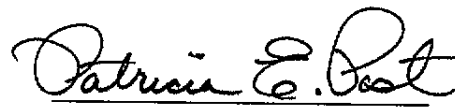
COUNTY OF DUVAL

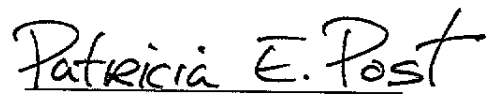
ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared I. Mark Rubin who is well known to be the Incorporator described herein and who executed the foregoing Articles of Incorporation of Vgistics Corporation, and that he executed the same as such Incorporator for the purposes herein expressed.

WITNESS my hand and official seal at Duval County, Florida on this 11th day of October, 2000.

SEAL:




Signature of Notary Public

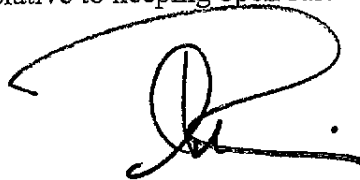

Print Name

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Vgistics Corporation, is desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at, 2107 Hendricks Avenue, Suite 211, Jacksonville, Florida 32207, and naming I. Mark Rubin as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



I. MARK RUBIN
REGISTERED AGENT

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