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Florida Department of State  
Division of Corporations  
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## From:

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FLORIDA PROFIT CORPORATION OR P.A.

NRI MERGER CORPORATION

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FEB 23 2001 2:33 PM FR PROSKAUER ROSE 561 241 7145 TO 5063#9999701#18 P.01

REGISTER FEB 26 2001

ARTICLES OF INCORPORATION  
OF  
NRI MERGER CORPORATION

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Article I  
Name

The name of the corporation is NRI MERGER CORPORATION.

Article II  
Duration

The corporation shall have perpetual existence.

Article III  
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV  
Address

The principal place of business of the corporation shall be c/o PurchasePro.com, Inc., 3291 North Buffalo Drive, Las Vegas, NV 89129.

Article V  
Capital Stock

The corporation is authorized to issue 1,000 shares of common stock, \$.01 par value per share.

Article VI  
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 2255 Glades Road, Suite 340 West, Boca Raton, FL 33431, and the name of the initial registered agent of the corporation at that address is Andrew D. Levy.

Article VII  
Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Scott Wiegand  
c/o PurchasePro.com, Inc.  
3291 North Buffalo Drive  
Las Vegas, NV 89129

Matt Yoast  
c/o PurchasePro.com, Inc.  
3291 North Buffalo Drive  
Las Vegas, NV 89129

Article VIII  
Incorporator

The name and address of the person signing these Articles of Incorporation is Andrew D. Levy, 2255 Glades Road, Suite 340 West, Boca Raton, FL 33431.

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence

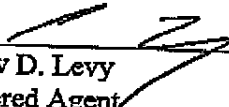
The corporate existence of the corporation shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of February, 2001.

  
\_\_\_\_\_  
Andrew D. Levy  
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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.

  
Andrew D. Levy  
Registered Agent  
Dated: February 23, 2001

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