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May 1, 2001

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Division of Corporations

409 E. Gaines Street

Post Office Box 6327

Tallahassee, FL 32314

RE: Vendor Management Solutions, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced proposed Florida Corporation. Also enclosed is the check payable to your order in the amount of \$122.50 to cover the cost of the following:

Filing fee	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent fee	<u>\$ 35.00</u>
	\$122.50

01 MAY -2 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please file the Articles of Incorporation and forward a certified copy to us.

Sincerely,

Susan

Susan R. Johnson

Assistant to Steven M. Fishman

Enclosures

T. Burch MAY 7 2001

ARTICLES OF INCORPORATION OF VENDOR MANAGEMENT SOLUTIONS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I Name of Corporation

The name of this corporation shall be:

VENDOR MANAGEMENT SOLUTIONS, INC.

ARTICLE II Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and this State.

ARTICLE III Capital Stock

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V Term of Existence

This corporation is to exist perpetually.

FILED
01 MAY -2 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 826 East Lake Club Road Oldsmar, FL 34677. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Maria Sorriento
826 East Lake Club Road
Oldsmar, FL 34677

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is:

MARIA SORRIENTO
826 East Lake Club Road
Oldsmar, FL 34677

ARTICLE IX
Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be Maria Sorriento, 826 East Lake Club Road, Oldsmar, FL 34677 and the Registered Agent shall be Maria Sorriento, to accept service of process within this State until changed according to law.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

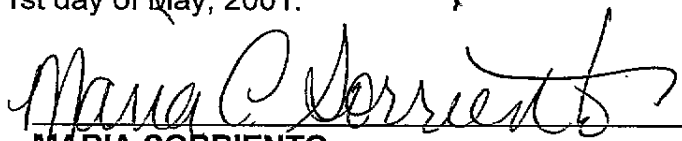
ARTICLE XII
Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

ARTICLE XIII
Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 1st day of May, 2001.


MARIA SORRIENTO

ACCEPTANCE BY REGISTERED AGENT

MARIA SORRIENTO does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 1st day of May, 2001.


MARIA SORRIENTO