

TRANSMITTAL LETTER

P95000039776

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

EFFECTIVE DATE

May 15, 1995

200001493632
-05/18/95- -01087--008
*****70.00 *****70.00

SUBJECT: VENDORS INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 70.00.

FROM:

VENDORS INC.
Name (printed or typed)
4677 LB Mcleod Road, Suite I
Address
Orlando, FL 32811
City, State, & Zip
407-843-6444
Telephone Number

5/18/95

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

Vfw 5/22/95

ARTICLES OF INCORPORATION
OF
VENDORS, INC.

FILED
SECRETARY OF STATE
JAN 19 1995
905 AM 9:05

EFFECTIVE DATE
May 15, 1995

ARTICLE I - NAME

The name of this corporation is VENDORS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence,
commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of
transacting any and all lawful business.

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In Accordance with Section 607.167, Florida Statutes,
the date when corporate existence shall commence is the date
of subscription and acknowledgment of these Articles of
Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
this corporation is 4677 L.B. McLeod Road, Suite 1, Orlando,
FL 32811, and the name of the initial registered agent is
Lonny McDougal.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is 4677 L.B.
McLeod Rd. Suite 1, Orlando, Florida 32811.

ARTICLE VII - CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 200 shares of Capital Stock with a value of \$1.00 per share.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
LONNY MCDOUGAL	JOHN MEJIAS
3296 Timuca Cir	4677 LB Mcleod Rd.
Orlando, FL 32837	Orlando, FL 32811

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Lonny McDougal, 4677 L.B. McLeod Road. Suite 1, Orlando, FL 32811.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in accordance with the provisions of the Bylaws of the corporation.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions fixed by the Board of Directors, such shares of the common stock of this corporation as may be issued

from time to time. The preemptive rights of any holder of common stock shall be determined as follows:

1. The ratio of each holder's authorized and issued common stock to the total authorized and issued common stock shall be determined;

2. Each holder shall have the right for thirty (30) days from the date of written notification of each proposed issue, to purchase that number of shares of common stock which is necessary to maintain the holder's interest (ownership of common stock) at the ratio determined in the preceding section of this Article XI;

3. Exercise of a holder's preemptive rights shall be by tender, within the time specified in Article XI, Section 2, of the full amount of the purchase price in cash (U.S. Currency), certified check or cashier's check;

4. Notice of any proposed issue of common stock shall be completed upon the mailing of the notice by certified mail (or such other form of mail as may require a written receipt) to each holder at the holder's address on the books of the corporation;

5. Upon the failure of any holder to exercise preemptive rights under this Article, such holder's preemptive rights shall lapse as to that particular issue only;

6. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article or its effect, the prevailing party shall be

entitled to recover costs and any attorney's fees, including such expenses in any appeal.

ARTICLE XII - RESTRICTION ON TRANSFER OF STOCK

The common stock of this corporation may be transferred, encumbered or disposed of only in accordance with the following provisions:

1. Any shareholder desiring to transfer, encumber, or dispose of any interest in the common stock of this corporation shall do so only with the written consent of all other shareholders or in accordance with the provisions of this Article;

2. In lieu of obtaining the written consent of all other shareholders, the shareholders desiring to transfer, encumber, or dispose of any interest in his common stock in the corporation (described as "Selling shareholder" hereinafter) shall first offer such interest to the corporation as follows:

a. The selling shareholder shall notify the corporation and all other shareholders of his intention to sell by certified mail or such other form of mail as may require a written receipt;

b. The notice shall completely and fairly describe the circumstances of the proposed sale, encumbrance, or disposition;

c. From the receipt of the selling shareholder's notice, the corporation shall have thirty (30) days to

purchase the interest of the selling shareholder on the following terms and conditions:

(1) The purchase price for each share of the stock shall be the price established by unanimous written agreement of all shareholders not more than one year prior to the date of the notice of intention to sell or, in the absence of such unanimous written agreement, the book value on the last day of the month preceding the date of the notice of intention to sell. In the latter case, the accountant for the corporation at the date of the notice of intention to sell shall determine the book value and the corporation shall pay said amount in cash. In the event of a sale at a purchase price established by unanimous written agreement, the purchase price shall be paid upon the terms set forth in the agreement or in the absence of such an agreement upon terms of the purchase, the purchase price shall be paid in cash;

(2) If the corporation has sufficient surplus then whatever surplus is available shall be utilized and the corporation, through its directors and shareholders, shall reduce the capital of the corporation in order to provide sufficient surplus for the purpose of all of the offered stock. In the event the corporation is

unable under the law to so reduce its capital sufficiently to allow the corporation to purchase all of the offered stock, the corporation shall reduce its capital as much as possible and purchase as much of the offered stock as possible. Then the selling shareholder may sell that portion of the unsold stock to outsiders only after first offering it individually to the remaining shareholders, to be purchased at the same price as above defined on a pro rata basis. The corporation shall have thirty (30) days after the date of the notice of intention to sell or reduce its capital and purchase said stock. Individual stockholders shall have an additional thirty (30) days to purchase any remaining shares.

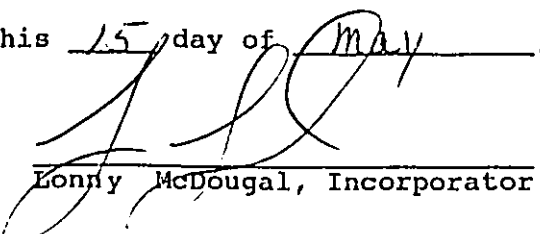
3. In the event of the death of any shareholder, his stock shall be purchased by the corporation. In the event the corporation is unable to purchase any or all of the stock, the remaining shareholders of the corporation shall have the right, for thirty (30) days, to purchase their respective pro rata shares of the decedent's stock. The estate of the decedent shall be obligated to sell said stock to the corporation or, alternatively, to the other shareholders. The price to be paid for the decedent's stock and the terms of the purchase shall be determined by the shareholders of the corporation during or immediately following the organizational meeting of the corporation.

Thereafter, the price and terms of purchase shall be revised from time to time as the shareholders deem appropriate.

4. This Agreement shall be binding upon the parties hereto, their heirs, successors and assigns and legal representatives.

5. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article or its effect, the prevailing party shall be entitled to recover costs and attorney's fees, including such expenses in any appeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15 day of May, 1995.


Lonny McDougal, Incorporator

STATE OF FLORIDA)
COUNTY OF ~~POK~~ Orange

The foregoing Articles of Incorporation were acknowledged before me, this 15 day of May, 1995.

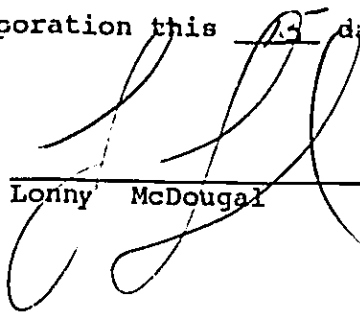

NOTARY PUBLIC, State of Florida CC172239

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Dec. 30, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Lonny McDougal, being appointed in the foregoing Articles of Incorporation as the registered agent for VENDORS, INC., accepts the appointment as registered agent for said corporation this 23 day of May, 1995.



Lonny McDougal

55 MAY 18 AM 9:05



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 3, 1996

VENDORS, INC.
4677 L.B. MCLEOD RD., SUITE 1
ORLANDO, FL 32811

SUBJECT: VENDORS, INC.
Ref. Number: P95000039776

Debit Memo #: 70143-G

This is to inform you that check #1834 in the amount of \$200.00 submitted with the annual report for VENDORS, INC. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$215.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 3, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 896A00041222

P95000039776

200001947362
-09/16/96--01008--002
****200.00 ****200.00

September 13, 1996

200001947362
-09/16/96--01008--003
****15.00 ****15.00

REPLACEMENT FEE 1996

ANNUAL REPORT: VENDOR, INC.

DEBIT MEMO: # 70143-G

CHECK #: 1834