

P96000100860

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: International Vendcorp
Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS _____		

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REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>ADD</u>	_____	_____

WALK-IN Will Pick Up 1213 1:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

nc 12/13/96

ARTICLES OF INCORPORATION
OF
INTERNATIONAL VENDCORP. INC.

FILED
96 DEC 13 PM 1:55
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:NAME

The name of the corporation shall be INTERNATIONAL VENDCORP. INC.

ARTICLE II:PRINCIPAL OFFICE

The principal place of business and mailing address shall be 1007 N. Federal Hwy., Suite 255, Ft. Lauderdale, Florida 33304.

ARTICLE III:CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Kenneth S. Dobkin, Esq. at 1975 East Sunrise Blvd., Suite 600, Ft. Lauderdale, Florida 33304.

ARTICLE V; INCORPORATOR

The name and address of the incorporator to these articles of incorporation is Kenneth S. Dobkin, Esq. at 1975 E. Sunrise Blvd. Suite 600 Fort Lauderdale, FL 33304.

ARTICLE VI: OFFICERS/DIRECTORS

The name and address of each officer and director of the corporation is:

President and Director: Guy Beaupre, 461 Dixon Blvd., Newmarket Ontario, Canada L3Y 5C9.

The undersigned has executed these articles of incorporation this 11th day of December, 1996.



KENNETH S. DOBKIN, ESQ.

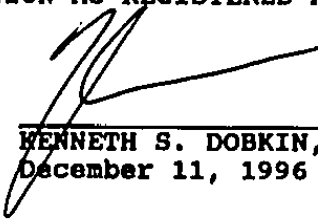
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is INTERNATIONAL VENDCORP. INC.

2. The name and address of the registered agent and office is Kenneth S. Dobkin, Esq., 1975 East Sunrise Blvd., Suite 600, Fort Lauderdale, Florida 33304.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


KENNETH S. DOBKIN, ESQ.
December 11, 1996

FILED
96 DEC 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA