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Requestor's Name: Maime Markovich
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315 SOUTH ... STREET
 City/State/Zip: Tallahassee, Florida 32301
 Phone #: 224-7000

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Integrated Supply Network Inc.
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF
INTEGRATED SUPPLY NETWORK, INC.**

The undersigned, acting as incorporator of INTEGRATED SUPPLY NETWORK, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

INTEGRATED SUPPLY NETWORK, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

2727 Interstate Drive
Lakeland, Florida 33805

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 8:00 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The stock of the Corporation shall be divided into two classes: 30,000,000 shares of common stock having a par value of \$.01 per share, and 15,000,000 shares of preferred stock having a par value of \$.01 per share.

The preferred shares may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof, and the relative rights, preferences, and limitations of each series, and specifically the Board of

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Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to purchase, retirement, or sinking fund provisions; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences, and limitations as shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2727 Interstate Drive, Lakeland, Florida 33805 and the name of the corporation's initial registered agent at that address is F. Peter Weber, Jr.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of each initial director is:

<u>Name</u>	<u>Address</u>
F. Peter Weber, Jr.	2727 Interstate Drive Lakeland, Florida 33805
Roger Shalz	Post Office Box 196 West Sacramento, California 95691-0196
Russell Owings	1030 Metfield Road Baltimore, Maryland 21286

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
S. Elaine Maskevich	315 S. Calhoun Street Suite 600 Tallahassee, Florida 32301

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 18 day of April, 1997.


S. Elaine Maskevich, Incorporator

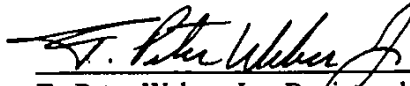
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That INTEGRATED SUPPLY NETWORK, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2727 Interstate Drive, City of Lakeland, State of Florida, has named F. Peter Weber, Jr., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


F. Peter Weber, Jr., Registered Agent

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