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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: VENDORCOMP SYSTEMS, INC.

AUDIT NUMBER.....H97000017128

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION**

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**VendorComp Systems, Inc.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be VendorComp Systems, Inc. The address of the principal office and mailing address of the corporation is: 5181 NW 105th Court Miami, Florida 33178.

**ARTICLE II - DURATION**

This corporation shall commence its existence immediately upon the filing of these Articles of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida.

**ARTICLE IV - AUTHORIZED SHARES**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

500 shares of \$1.00 par value

Prepared by:  
Rodriguez, Trueba & Co., C.P.A.  
1985 NW 88 Ct. Ste. 101  
Miami, Florida 33172  
(305) 593-2644

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial office of this Corporation is: 5181 NW 105th Court Miami, Florida 33178.

The name of the initial registered agent of this Corporation is: Annie M. Lackey

**ARTICLE VI - INITIAL BOARD OF DIRECTOR**

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

President: Annie M. Lackey  
5181 NW 105th Court Miami, Florida 33178.

**ARTICLES VII - INCORPORATOR**

The name and street address of the incorporator to these articles of incorporation is:

Annie M. Lackey 5181 NW 105th Court Miami, Florida 33178.

  
Annie M. Lackey

**ARTICLE VIII - POWERS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer or such other corporation, or not so interested.

**ARTICLE IX - ENTITY**

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

\* \* \*

IN WITNESS WHEREOF, I, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 7th day of October 1997.

  
Annie M. Lackey

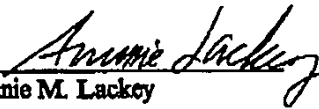
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM  
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, That VendorComp Systems, Inc. desiring to organize under the laws of the State of Florida, has named Annie M. Lackey 5181 NW 105th Court Miami, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.

  
Annie M. Lackey  
Registered Agent

Dated this 7th day of October 1997.

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