

No3000010515

(Requestor's Name)

Andréa T. Tullo
Forizs & Dogali, P.L.
4301 Anchor Plaza Pkwy., Suite 300
Tampa, FL 33634

(Address)

(City/State/Zip/Phone #)

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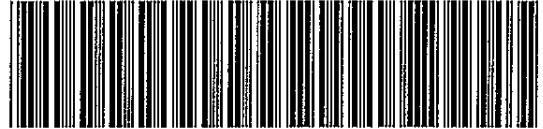
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ARTICLES OF INCORPORATION

PLACEMENT WORKS II, INC.

In accordance with the requirements of Chapter 617.0202, Florida Statutes (relating to articles of incorporation), the undersigned, desiring to incorporate a Florida not for profit corporation, hereby certifies the following articles.

Article I: Name

The name of the corporation is Placement Works II, Inc.

Article II: Place of Business

The principle place of business is:

460 ½ 15th Avenue, N.
St. Petersburg, FL 33704

Article III: Purpose

The corporation is incorporated under Florida's Not For Profit Corporation Act, exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the "Code"), including in particular the following: to support the exchange of knowledge about technologies that improve aspects of society; to facilitate research, publications and public discourse on technology and society; and to provide an educational, electronic clearing house of information about computer science, technology and society.

Article IV: Designation of Directors

Directors shall be elected or appointed by a method to be stated in the corporation's bylaws.

Article V: Initial Registered Agent and Initial Registered Office

The initial Registered Agent and initial Registered Office of the corporation are:

Andréa T. Tullo
Forizs & Dogali, P.L.
4301 Anchor Plaza Pkwy., Suite 300
Tampa, FL 33634

Article VI: Incorporators

The name and address of the Incorporator is as follows:

Andréa T. Tullo
Forizs & Dogali, P.L.
4301 Anchor Plaza Pkwy., Suite 300
Tampa, FL 33634

Article VII: Term of Existence

The term of the corporation's existence is perpetual.

Article VIII: Stock

The corporation is organized on a nonstock basis.

Article IX: Members

The corporation shall have members, whose rights and obligations shall be spelled out in the Bylaws.

Article X: Additional Limitations

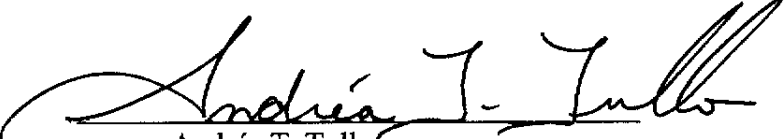
The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article XI: Sale or Dissolution

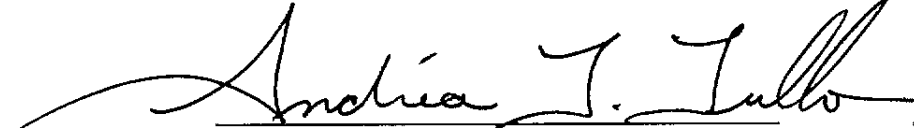
Upon the sale or dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the remaining assets of the corporation exclusively for the purposes of the corporation (a) to one or more organizations that at the time qualify as tax exempt under

Section 501(c)(3) of the Code or (b) to one or more governmental units described in Section 170(c)(1) of the Code as the Board of Directors shall determine, to be used exclusively for charitable purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for charitable purposes to one or more such organizations, as said Court shall determine. Under no circumstances shall any assets be distributed, upon dissolution, or upon sale of substantially all of the assets, to directors, officers, or employees of the corporation.

IN TESTIMONY WHEREOF, the incorporators have signed these Articles of Incorporation this 26th day of November, 2003.


Andreea T. Tullo

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in these articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.


Andreea T. Tullo

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