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FOREIGN PROFIT QUALIFICATION

The BluesWorks, Inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 1, 2002

BUSINESS FILINGS

SUBJECT: THE BLUES WORKS INC.
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

TTU 2000 20 5 7 100

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Name of Corporation: **The BluesWorks, Inc.**
2. State or Country under the law of which it is incorporated: **Delaware**
3. FBI number, if applicable: **65-1100204**
4. Date of Incorporation: **3/13/01**
5. Duration: **Perpetual**
6. Date first transacted business in Florida: **date of filing.**
7. Current mailing address: **1727 Arlington St., Sarasota, Florida 34239**
8. Purpose of corporation authorized in home state or country to be carried out in the state of Florida: **To provide an array of services beneficial, directly and/or indirectly, both to the interests of our stockholders and to the interests of individuals and/or corporations engaged in socially responsible enterprises.**
9. Name and street address of Florida registered agent:

Name: **Business Filings Incorporated**
Office address: **1000 West Avenue, Suite 1114, Miami Beach, Florida 33139**

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Richard Oster, V.P.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Nancy L. Waldron
Address: 1727 Arlington St., Sarasota, Florida 34239

Vice Chairman: Eric L. Griffin
Address: 1 Evergreen Rd., Lakeville, Massachusetts 02347

Director: Emily L. Griffin
Address: 1727 Arlington St., Sarasota, Florida 34239

B. OFFICERS


President: Nancy L. Waldron
Address: 1727 Arlington St., Sarasota, Florida 34239

Vice President: Eric L. Griffin
Address: 1 Evergreen Rd., Lakeville, Massachusetts 02347

Secretary: Nancy L. Waldron
Address: 1727 Arlington St., Sarasota, Florida 34239

Treasurer: Eric L. Griffin
Address: 1 Evergreen Rd., Lakeville, Massachusetts 02347

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

13. Eric L. Griffin, Vice President, Director
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

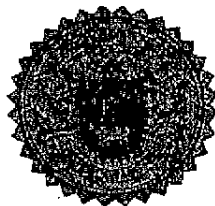
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE BLUESWORKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE BLUESWORKS, INC." WAS INCORPORATED ON THE THIRTEENTH DAY MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1989663

DATE: 09-18-02