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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

September 19, 2000

Florida Department of State
Division of Corporations
409 Gaines Street East
Tallahassee, FL 32399

Dear Sir or Madame:

Enclosed is the completed Articles of Incorporation of **ServiceWorks, Inc.** - original and one copy and a check in the amount of \$122.50 made payable to the Division of Corporations.

Please process and file the Articles of Incorporation for **ServiceWorks, Inc.** in the customary manner.

Should you have any questions on this matter please contact me at (727) 466-6634. Thank you for your timely processing of these articles.

Sincerely,

Stephen D. Gardner

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D. BROWN SEP 21 2000

ARTICLES OF INCORPORATION

OF

ServiceWorks, Inc.
A Florida Not-For-Profit Corporation

FILED
00 SEP 20 AM 9:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acknowledge and file in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation as by law provided.

ARTICLE 1.

Name & Principal Office

The Name of the Corporation shall be **ServiceWorks, Inc.**, and the principal office shall be at **1967 Sever Drive, Clearwater, FL 33764**

ARTICLE 2.

Purposes and Powers

2.1) Purposes. The Purposes for which the Corporation is formed are to operate exclusively for religious, charitable, scientific, literary, and educational purposes as set forth in Section 501(c)3 of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)3 of such code, or any corresponding provisions of any subsequent federal tax law.

2.2) Powers. To accomplish the foregoing purposes the Corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued.

2.3) The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.1015, Florida Statutes.

ARTICLE 3.

Period of Duration

The Corporation shall have perpetual existence.

ARTICLE 4.

Registered Agent & Initial Registered Office

The street address of the initial registered agent shall be:

1967 Sever Drive, Clearwater, Florida 33764

The name of the initial registered agent shall be:

Stephen D. Gardner

ARTICLE 5.

Directors

5.1) The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons. The Board of Directors may, by unanimous vote, increase the number of directors to more than three (3).

5.2) The names and addresses of the persons to serve as directors are:

Stephen D. Gardner	1967 Sever Drive, Clearwater, FL 33764.
Robert Hutchinson	1016 Orleans Ave, Hendersonville, NC 28791
Shannon Gardner	1967 Sever Drive, Clearwater, FL 33764
Peter A. Barber	7805 Whistling Pine Ct., Ellicott City, MD 21043

5.3) The Board of Directors shall manage the affairs of the Corporation. If a vacancy occurs on the Board, such vacancy shall be filled by nomination and election by the remaining members of the Board. If the number of directors is increased above three (3) as authorized by these Articles and the Bylaws, the newly created director positions shall be filled by nomination and election by the remaining members of the Board of Directors.

ARTICLE 6.

Officers

The name of the officers who shall service until the first election are as follows:

Stephen D. Gardner, President

Robert Hutchinson, Vice President

Shannon Gardner, Secretary

ARTICLE 7.

Bylaws

The Board of Directors shall have the power to make, amend, alter or rescind any Article or Section of the Bylaws, but such a motion must be made at a regular meeting of the Board of Directors and may not be voted upon for acceptance or rejection until the next regular meeting of the Board of Directors and then may be decided only by the affirmative vote of seventy percent (70%) of the Board of Directors.

ARTICLE 8.

Amendments

Amendments to the Articles of Incorporation may be proposed and adopted in the following manner:

Such may be proposed and considered at any regular meeting of the Board of Directors but may not be adopted until the next regular meeting of the Board of Directors and then only by unanimous vote.

ARTICLE 9.

Dissolution and Limitation

9.1) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)3 and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose. Any such assets not disposed of shall be disposed of by the Court of Common pleas of the county in which the principles office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9.2) Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE 10.

Incorporators

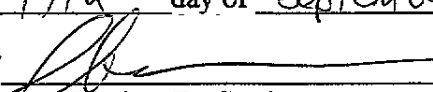
10.1) The name and street address of the person signing these Articles as the incorporator is:

Stephen D. Gardner, 1967 Sever Drive, Clearwater, FL 33764.

IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation on this 19th day of September, 2000.

/s/


Stephen D. Gardner

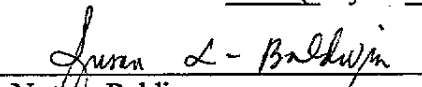
STATE OF FLORIDA

COUNTY OF PINELLAS

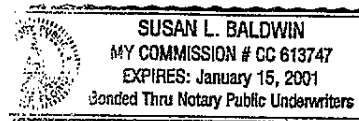
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements, personally appeared **Stephen D. Gardner** to me know to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for these uses and purposes therein expressed.

WITNESS my hand and official seal the 19th day of Sept, 2000.

/s/


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENTS UPON WHOM PROCESS MAY BE SERVED

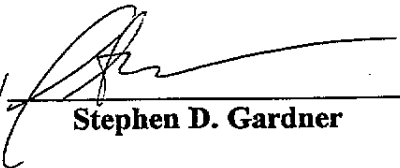
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CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - The Non Profit, Inc. wishes to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation and has named **Stephen D. Gardner**, located at 1967 Sever Drive, Clearwater, FL, 33764, as its agent to serve process within this state.

ACCEPTANCE

I, **Stephen D. Gardner**, hereby accept appointment as Registered Agent of the above-named Corporation, and agree to serve as such until our successors shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified therefore.

/s/ 
Stephen D. Gardner