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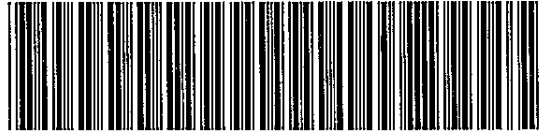
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 8, 2002

Hand Delivery

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

**Re: Articles of Incorporation
MyWorkCenter.com, Inc.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation, By-laws and Certificate of Designation of Registered Agent for MyWorkCenter.com, Inc. along with a check in the amount of \$78.75 to cover the cost of filing and a certified copy of the same.

Please give my office a call at the number listed above when they are ready for pick. Thank you for your help in this matter.

Sincerely,


Samual J. Ard

SJA:nh
Enclosures

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

ARTICLES OF INCORPORATION

MyWorkCenter.com, Inc.

A Florida Nonprofit Corporation

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be **MyWorkCenter.com, Inc.**

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

5607 Wagon Wheel Circle
Tallahassee, Fl 32317

ARTICLE III

Purpose

1. The purpose of the corporation is to provide training and employment opportunities for people with physical disabilities, specifically, Disabled American Veterans.

MyWorkCenter.com will provide the facilities and training to ensure skills specific to Internet technologies, and ensure the disabled veterans understand Internet business processes. These same veterans will then have opportunities to work on contracts obtained by MyWorkCenter.com under the Florida State Use Program (through the Florida Association of Rehabilitation Facilities and Respect of Florida) as well as business contracts negotiated by

MyWorkCenter.com with other entities.

2. Proceeds from sales of products, services, or strategies developed by, or on behalf of, the corporation will be reinvested in technology, staff development, and any other purpose that supports the purposes of training and employment opportunities. The corporation will engage in fundraising activities in order to provide additional resources such as equipment and information technology that make up the corporation's primary client base.
3. The corporation is organized to be a not-for-profit corporation organized pursuant to Chapter 617, Florida Statutes, and may engage only in activities that may be carried on by a corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code or any section of any statute adopted in succession thereof. No part of the net earnings of the corporation shall inure to the benefit of any director or officer, except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth herein.
4. The Corporation is organized to exercise and enjoy all other powers, rights, and privileges granted by the laws of this state, and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to the statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that statute now or hereafter in force; provided, however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a company formed under that statute may not at the time lawfully carry on or do.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is by election at the annual meeting of the Board of Directors of MyWorkCenter.com, Inc., or as otherwise stated in the Bylaws.

ARTICLE V

Limitation of corporate powers

There are no provisions which limit the corporate powers authorized under Section 617.0302, Florida Statutes.

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Mr. Samuel J. Ard
Ard, Shirley & Hartman, P.A.
207 West Park Avenue, Suite B
Tallahassee, Florida 32301

ARTICLE VII

Initial directors of the corporation

The name and street address of the directors of the corporation are:

Mr. Jeff Minder
5607 Wagon Wheel Circle
Tallahassee, FL 32317

Karen Minder
5607 Wagon Wheel Circle
Tallahassee, FL 32317

Erin Albertson
1708-B Marys Court
Tallahassee, FL 32308

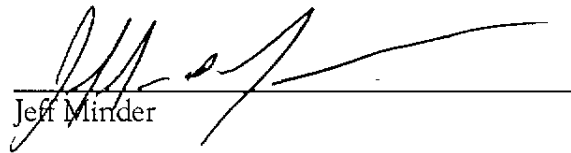
ARTICLE VIII
Incorporator

The name and street address of the incorporator for these Articles of Incorporation
is:

Mr. Jeff Minder
5607 Wagon Wheel Circle
Tallahassee, Fl 32317

The undersigned incorporator has executed these Articles of Incorporation
this 8th day of November, 2002.

Signature of Incorporator:


Jeff Minder

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

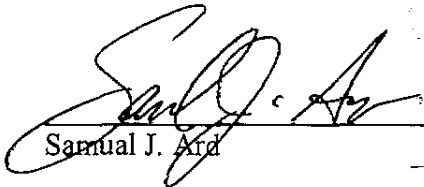
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA:

10. The name of the corporation is MyWorkCenter.com, Inc.

11. The name and address of the registered agent and registered office is:

Samual J. Ard
207 West Park Avenue, Suite B
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and correct performance of my duties, and I am familiar with and accept the obligations of the position as registered agent.



Samual J. Ard

11/8/02

Date

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02 NOV -8 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA