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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

Afterworkz, Inc.

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**ARTICLES OF INCORPORATION
OF
AFTERWORKZ, INC.**

ARTICLE I

Name

The name of this corporation is:

AFTERWORKZ, INC.

ARTICLE II

Purpose

The general nature of the business or businesses to be transacted is to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

ARTICLE III

Stock

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of the par value of (\$0.001) each.

ARTICLE IV

Perpetual Existence

This corporation is to have perpetual existence.

Prepared by: Rich Vermut, Esquire
Florida Bar No.: 86746
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207
(904) 398-3911

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TALLAHASSEE, FLORIDA

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ARTICLE V**Principal Office; Mailing Address**

The principal office and mailing address of this corporation will be at 909 Arbor Lane, Jacksonville, Florida 32207, or such other address as the Board of Directors may from time-to-time designate.

ARTICLE VI**Directors**

The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

The name and address of the member of the first board of directors, who shall hold office for the first year of the existence of the corporation or until his or her successor is elected or appointed is:

NAME**ADDRESS**

Mildred G. Taylor

909 Arbor Lane
Jacksonville, Florida 32207**ARTICLE VII****Incorporator**

The name and address of the sole incorporator of the corporation is as follows:

NAME**ADDRESS**

Mildred G. Taylor

909 Arbor Lane
Jacksonville, Florida 32207

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ARTICLE VIII

Registered Agent

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

NAME

ADDRESS

Mildred G. Taylor


909 Arbor Lane
Jacksonville, Florida 32207

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 16th day of March, 2000.


Mildred G. Taylor
Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the 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.

1. The name of the corporation is:

AFTERWORKZ, INC.

2. The name and address of the registered agent and office are:

Mildred G. Taylor

909 Arbor Lane
Jacksonville, Florida 32207

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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 THE 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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


Mildred G. Taylor

DATE:

March 16, 2000