

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

200000039165

Workpum.com, Inc

200003214352--9
-04/19/00--01038--024
*****78.75 *****78.75

Signature _____

Requested by: CM 4/19 9:23

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Cert.</u>
<input type="checkbox"/>	LTD Partnership File	
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<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
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<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
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<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
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<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED
00 APR 19 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 19 AM 10:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APR 19 2000

ARTICLES OF INCORPORATION
of
WORKPUMP.COM, INC.

FILED
00 APR 19 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this Corporation is WORKPUMP.COM, INC.

ARTICLE II. - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This Corporation is organized for the following purposes:

1. To operate a business engaged in Internet-based, business-to-business service;
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This Corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the Corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this Corporation is:

256 Spartan Drive
Maitland, Florida 32751

and the name of the initial registered agent of this Corporation and the address of the initial registered office of the Corporation are:

David M. Browne, Registered Agent
256 Spartan Drive
Maitland, Florida 32751

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this Corporation are:

John D. Browne
256 Spartan Drive
Maitland, Florida 32751

David M. Browne
256 Spartan Drive
Maitland, Florida 32751

ARTICLE VIII - INCORPORATOR

The name and address of the Person signing these articles is:

Maurice Shams, Esquire
MORAN & SHAMS, P.A.
Post Office Box 472
111 N. Orange Avenue, Suite 1200
Orlando, Florida 32803-0472

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the Corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the Corporation.

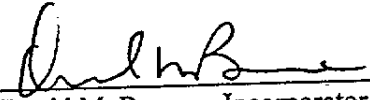
ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the Corporation.

ARTICLE XII. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of April, 2000.

 (SEAL)
David M. Browne, Incorporator

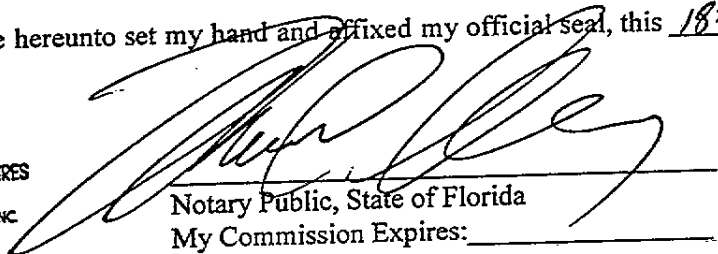
STATE OF FLORIDA §
COUNTY OF ORANGE §

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **DAVID M. BROWNE**, known to me and known by me to be the Person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 18th day of April, 2000.



Maurice Shams
MY COMMISSION # CC878513 EXPIRES
October 10, 2003
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State of Florida
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, 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.


Registered Agent: David M. Browne

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00 APR 19 AM 11:31
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TALLAHASSEE, FLORIDA