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September 25, 2000

FILED  
00 SEP 27 PM 4:29  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

000003406650--6  
03/27/00--01069--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subj: Incorporation of WORX ENTERPRISES, INC.

Dear Sir:

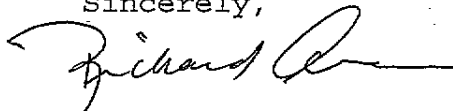
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Richard Arce

D. BROWN SEP 29 2000

ARTICLES OF INCORPORATION  
OF

WORX ENTERPRISES, INC.

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STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is  
WORX ENTERPRISES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of  
\$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or series  
as that which he already holds, shall have the right to  
purchase his pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1508 N. Harbor City Blvd., Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is RICHARD ARCE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

RICHARD ARCE  
1327 Whitehurst Rd SW  
Palm Bay FL 32908

ALFONSO ARCE  
1327 Whitehurst Rd SW  
Palm Bay FL 32908

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1508 N. Harbor City Blvd., Melbourne, Florida 32901, and the mailing address of the corporation is 1327 Whitehurst Rd SW, Palm Bay FL 32908.

ARTICLE IX. INCORPORATOR

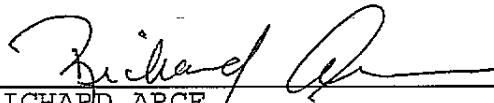
The name and address of the person signing these articles are:

RICHARD ARCE  
1327 Whitehurst Rd SW  
Palm Bay FL 32908

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 25 day of September, 2000.

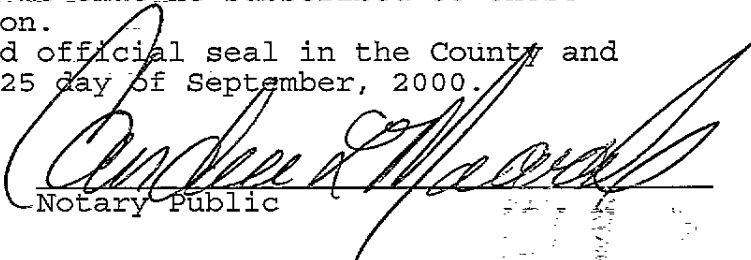
  
\_\_\_\_\_  
RICHARD ARCE

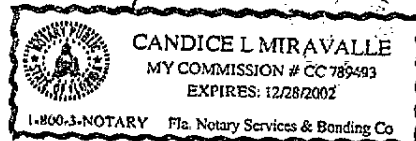
Fr o/c

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD ARCE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 25 day of September, 2000.

  
\_\_\_\_\_  
Notary Public



DESIGNATION  
AS  
REGISTERED AGENT

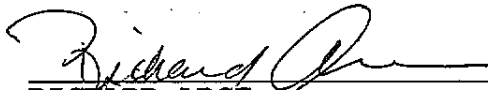
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OFFICE OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That WORX ENTERPRISES, INC., desiring to organize  
under Statutes of the State of Florida, with its principal  
office at 1508 N. Harbor City Blvd, Melbourne, Florida 32901,  
has named RICHARD ARCE, located at 1508 N. Harbor City  
Blvd., Melbourne, Florida 32901, as its agent to accept  
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
RICHARD ARCE  
Registered Agent