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PLEASE REPLY TO:

JACKSONVILLE OFFICE

March 29, 2001

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-03/30/01-01091-028
***137.50 ***137.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Work System Associates, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Certificate of Domestication for the above-referenced corporation, along with a check in the amount of \$137.50 representing the filing fees and a certificate of status thereof. Please file accordingly and return confirmation to me at the above address.

If there are any questions regarding this filing, please call me. Thank you for your assistance.

Sincerely,

Angie Larson

Angelia F. Larson,
Legal Assistant

Enclosures
/166458

FILED
01 MAR 30 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER APR 4 2000

F01-5,471

CERTIFICATE OF DOMESTICATION

The undersigned, Harold S. Resnick, President
(Name) (Title)


of Work Systems Associates, Inc. a foreign Corporation
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was November 5, 1980.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Boston, Massachusetts, U.S.A.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Work Systems Associates, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Work Systems Associates, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Boston, Massachusetts, U.S.A.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Harold S. Resnick, of Work Systems Associates, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 26 day of March, 2001


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75
Certificate of Status	\$8.75
TOTAL:	\$137.50

FILED
01 MAR 30 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WORK SYSTEMS ASSOCIATES, INC.

FILED
01 MAR 30 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is **WORK SYSTEMS ASSOCIATES, INC.**

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the Corporation, and its mailing address is 108 Marsh Reed Lane, Ponte Vedra Beach, Florida 32082.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 100,000 having a \$0.10 par value per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 108 Marsh Reed Lane, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this Corporation at that address is Harold S. Resnick.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this Corporation is Harold S. Resnick, 108 Marsh Reed Lane, Ponte Vedra Beach, Florida 32082.

ARTICLE VI: DIRECTORS

(a) Number. The Corporation shall have one director initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial director until the first annual meeting of the shareholders, are as follows:

Harold S. Resnick	108 Marsh Reed Lane
	Ponte Vedra Beach, Florida 32082

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 26 day of March, 2001.

Harold S. Resnick
HAROLD S. RESNICK, Incorporator

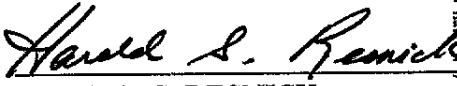
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That **WORK SYSTEMS ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, in the City of Ponte Vedra Beach, County of St. Johns, State of Florida, has named Harold S. Resnick, located at 108 Marsh Reed Lane, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


HAROLD S. RESNICK
(Resident Agent)

01 MAR 30 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED