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THE LAW FIRM OF

FILED

**GILLESPIE & ALLISON, P.A.**

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SUITE 300  
1515 SOUTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33432

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. BOWEN GILLESPIE, III  
DONALD M. ALLISON\*  
TODD C. DROSKY†

TELEPHONE (561) 368-5758  
TELECOPIER (561) 395-0917

\*Also Admitted in Arizona & California  
†Also Admitted in Colorado & the  
District of Columbia

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-08/17/01--01039--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

August 14, 2001

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

Re: Articles Of Incorporation  
WorkPlace Resources, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$78.75 representing payment of the following:

Filing Fees	\$35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	<u>\$35.00</u>
<b>TOTAL:</b>	<b>\$78.75</b>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your cooperation and prompt attention to this matter.

Very truly yours,

  
Donald M. Allison

DMA/cev  
Enclosures

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G. BLALOCK AUG 21 2001

Articles Of Incorporation  
Of  
WorkPlace Resources, Inc.

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01 AUG 17 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**I.**  
**CORPORATE NAME**

The name of the corporation shall be:

WorkPlace Resources, Inc.

**II.**  
**PRINCIPAL OFFICE**

The principal office of this corporation shall be located at: 21206 Falls Ridge Way, Boca Raton, Florida 33428.

**III.**  
**NATURE OF CORPORATE BUSINESS**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**IV.**  
**CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares of common stock at One (\$1.00) Dollar par value per share.

**V.**  
**DURATION**

The corporation shall have perpetual existence.

**VI.**  
**INITIAL REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

Donald M. Allison  
1515 South Federal Highway, Suite 300  
Boca Raton, Florida 33432

**VII.**  
**INCORPORATOR**

The name and address of the incorporator is:

Joel Reizburg  
21206 Falls Ridge Way  
Boca Raton, Florida 33428

**VIII.**  
**BOARD OF DIRECTORS**

The number of directors may be altered from time to time by the Bylaws adopted by the shareholders. However, the corporation shall have no less than two (2) directors at any time. The names and addresses of the initial directors of this corporation are:

Joel Reizburg  
21206 Falls Ridge Way  
Boca Raton, Florida 33428

Annette Reizburg  
21206 Falls Ridge Way  
Boca Raton, Florida 33428

**IX.**  
**INFORMAL CORPORATE ACTIONS**

If all of the shareholders or all of the directors, severally or collectively, consent in writing to any action taken or proposed to be taken by the corporation, and the writing(s) evidencing their consent is (are) filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or at a meeting of the Board of Directors.

**X.**  
**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the same ratio that the number of shares the shareholder owns at the time of such issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his or her preemptive rights. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of said notice from the corporation.

**XI.**  
**INFORMAL DIRECTOR ACTION**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XII.**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the extent permitted by law.

**XIII.**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal these Articles of Incorporation or the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders as provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 14 day of August, 2001.


  
\_\_\_\_\_  
JOEL REIZBURG, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared JOEL REIZBURG, who, is to me personally known to be the person described in, and who executed, the foregoing Articles of Incorporation as the incorporator of WorkPlace Resources, Inc., and he acknowledged to me that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 14<sup>th</sup> day of August, 2001.



  
\_\_\_\_\_  
Notary Public  
Christine E. Vidourek  
\_\_\_\_\_  
Print/Type Notary Name  
My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

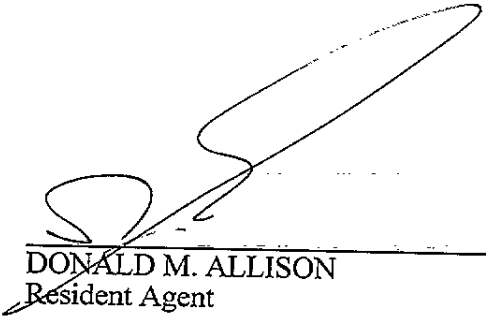
In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

WorkPlace Resources, Inc.

a corporation under the laws of the State of Florida, with its principal office at 21206 Falls Ridge Way, Boca Raton, Florida 33428, has named Donald M. Allison, 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432, as its agent to accept service of process within said State.

**ACCEPTANCE OF RESIDENT AGENT**

Having been named as resident agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept such nomination and agree to comply with the provisions of Section 48.091 of the Florida Statutes, relative to the duties imposed therein on a Florida resident agent.

  
\_\_\_\_\_  
DONALD M. ALLISON  
Resident Agent

chris\articles.inc\Reizburg WorkPlace

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA