POLOCOUNTING ENTERPRISES, INC.

P.O. BOX 50455 SARASOTA, FLORIDA 34232 (941) 955-3741

August 14, 2001

Corporate Records Bureau Divisions of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32314

RE: Task-Based Technologies, Inc.

DI AUG 28 AMIO: 36
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

EFFECTIVE DAVE

Gentlemen:

Enclosed herewith please find two (2) originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$78.75, to cover the following costs:

Filing Fee \$ 35.00 Certified Copy 8.75 Registered Agent Fee 35.00

TOTAL FEES

\$ 78.75

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

James L. Roach

% A-1 ACCOUNTING ENTERPRISES, INC.

P.O. BOX 50455

SARASOTA, FL 34232

Enclosures

JLR:dbs

GAVE

THUORIZATION BY PHONE IC

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

TASK-BASED TECHNOLOGIES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

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The name of the corporation shall be Task-Based Technologies, Inc. The principal place of business of this corporation shall be: 73 S. Palm Ave #221, Sarasota, FL 34236.

ARTICLE II - PURPOSE(S)

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statues.

ARTICLE 111 - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE IV - EXISTENCE

This corporation is to exist perpetually and will have an effective start date of August 21, 2001.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

NAME James L. Roach ADDRESS
1111 N. Gulfstream Ave #10C
Sarasota, FL 34236

<u> ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT</u>

The street address of the initial registered office of this corporation is 73 S. Palm Ave #221, Sarasota, FL 34236 and the name of the initial registered agent of this corporation at that address is James L. Roach.

ARTICLES VII - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation is(are): James L. Roach at 1111 N. Gulfstream Ave #10C, Sarasota, FL 34236.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 15 day of 10057 2001.

Signature(s) of Incorporator(s)

Signature(s) of Incorporator(s)

FILED

STATE OF FLORIDA		- 01 AUG 28 AM 10: 36
COUNTY OF SHAVEOTA		SECRETARY OF STATE TALLAHASSEE, FLORIDA
THE FOREGOING instrument was acknowledged and sworn to before me this		
15th day of August,	20 1, by <u>James L. Roach</u> (Name of Incorp	porator)
of <u>Task-Based Technologi</u> (Name of Corporation)	es, Inc.	
	Notary Public	
(SEAL)	My Commission Expire	es:
DAVID B. SPIEGEL Notary Public, State Of Florida My Commission Expires 8/20/04 Commission No. #618976	Proof Of Identification: Personally Known	
•		
CONSENT OF RESIDENT AGENT		
The undersigned, having lancorporation as Regist designation.	peen designated in the for ered Agent, hereby agree	egoing Articles of es to accept said