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THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

STEVEN C. ELKIN
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January 24, 2002

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Site Manageware, Inc.
My File No.: 8166.000

DAVID W. BLACK
STEVEN W. DEUTSCH
*STEVEN C. ELKIN
NEIL G. FRANK
E. J. GENEROTTI
BRUCE HURWITZ
RANDY J. NATHAN
JOSEPH ROSEN
MARC A. SILVERMAN
JILL SIMRING
ROBERT T. SLATOFF
STEVEN A. WEINBERG
*RONALD WITKOWSKI
*Of Counsel

800004830928--2
-01/28/02--01067--005
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for filing please find Articles of Incorporation of the above-referenced corporation, as well as a check in the amount of \$78.75 representing the filing fee. Please file the Articles of Incorporation and return a copy to me containing your "filed" stamp. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me. Thank you.

Very truly yours,


Steven C. Elkin
For the Firm

SCE/ajl
Enclosures
cc: Mr. J. Robert Day

FILED
02 JAN 28 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 2/1/02

**ARTICLES OF INCORPORATION
OF
SITE MANAGEWARE, INC.**

FILED

02 JAN 28 AM 9:35

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
NAME**

The name of this Corporation is:

SITE MANAGEWARE, INC.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

200 E. Las Olas Blvd.
Suite 1660
Fort Lauderdale, FL 33301

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

J. Robert Day
200 E. Las Olas Blvd.
Suite 1660
Fort Lauderdale, FL 33301

**ARTICLE VI
INCORPORATOR**

The name and street address of the Incorporator is:

J. Robert Day
200 E. Las Olas Blvd.
Suite 1660
Fort Lauderdale, FL 33301

**ARTICLE VII
AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 23 day of January, 2002.


J. Robert Day, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


J. Robert Day, Registered Agent