

**Electronic Articles of Incorporation
For**

**P02000056814
FILED
May 22, 2002
Sec. Of State**

MANAGEMENTWORKS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MANAGEMENTWORKS, INC.

Article II

The principal place of business address:

325 MERIDIAN AVENUE
UNIT 12
MIAMI BEACH, FL. 33139

The mailing address of the corporation is:

325 MERIDIAN AVENUE
UNIT 12
MIAMI BEACH, FL. 33139

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1500

Article V

The name and Florida street address of the registered agent is:

JAMES C RAZOOK
325 MERIDIAN AVENUE
UNIT 12
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JAMES C. RAZOOK

Article VI

The name and address of the incorporator is:

JAMES C. RAZOOK
325 MERIDIAN AVENUE, UNIT 12
MIAMI BEACH, FL 33139

Incorporator Signature: JAMES C. RAZOOK

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JAMES C RAZOOK
325 MERIDIAN AVENUE, UNIT 12
MIAMI BEACH, FL. 33139

Title: V
ERIC R DICKSTEIN
1212 WATSON STREET
KEY WEST, FL. 33040