

P0200016527

Florida Department of State
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

WorkWhileYouWait, Inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
WORKWHILEYOUWAIT, INC.**

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TALLAHASSEE FLORIDA

ARTICLE 1

NAME

The name of this Corporation is "WorkWhileYouWait, Inc."

ARTICLE 2

PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be 1900 Corporate Blvd., Suite 400 East, Boca Raton, Florida 33431.

ARTICLE 3

MAILING ADDRESS

The initial mailing address of this Corporation shall be 1900 Corporate Blvd., Suite 400 East, Boca Raton, Florida 33431.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 5

SHARES

The aggregate number of shares which this Corporation shall have authority to issue is (a) Ten Million (10,000,000) shares of common stock, each with a par value of \$0.001 per share, and (b) Five Million (5,000,000) shares of Preferred Stock (the "Preferred Stock"), each with a par value of \$0.001 per share. The Board of Directors of this Corporation shall have the authority, to the extent allowed by applicable law, to issue shares of Preferred Stock in one or more series or subseries, to determine and fix by resolution the designations, powers, preferences, rights (including voting rights), qualifications, limitations or restrictions with respect to any such series or subseries of Preferred Stock, and to make all filings required in connection therewith.

ARTICLE 6

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that office is HRAWG Corp.

ARTICLE 7

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of this Corporation shall be indemnified by the Corporation, to the fullest extent permitted by applicable law, against all expenses and liabilities,

including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he is a party or in which he becomes involved by reason of his being or having been an officer or director of this Corporation, whether or not he is an officer or director of this Corporation at the time such expenses are incurred, and this Corporation shall advance payment of all such fees and expenses. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights (legal or otherwise) to which such officer or director may be entitled.

ARTICLE 8

PREEMPTIVE RIGHTS

Each shareholder of this Corporation, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and on the same terms at which it is offered to other purchasers so that his percentage ownership of that class of stock is maintained at the same level as existed prior to the sale of stock to the other purchasers.

ARTICLE 9

INCORPORATOR

The name and address of the Incorporator of this Corporation is Robert C. White, Jr., c/o Hodgson Russ, LLP, 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 12th day of July, 2002.


Robert C. White, Jr., Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
WORKWHILEYOUWAIT, INC.**

Having been appointed as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and hereby agrees to act in this capacity. Further, the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of all duties and the undersigned is familiar with and accepts the obligations of such position.

HRAWG CORP.

By: *James M. Hankins* V.P.
Name: James M. Hankins
Title: Vice President

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