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CHARTERED

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FILED
2002 JUL 30 AM 10:46
TELECOPIER
(941) 366-7589
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 29, 2002

VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State
409 East Gaines Avenue
Tallahassee, FL 32399

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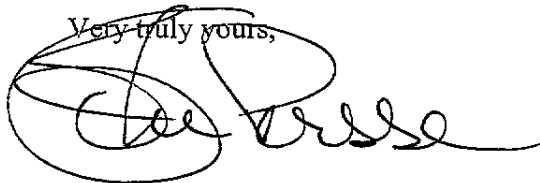
RE: RUSHWORKS, INC.

Dear Sirs/Madams:

Enclosed is the signed original Articles of Incorporation of the above referenced corporation.
I have also enclosed a check in the amount of \$70.00 for the filing fee.

Please process this at your earliest opportunity.

Very truly yours,



John W. Persse

JWP/jvp
Enclosures

W20027

07-31-02

ARTICLES OF INCORPORATION
of
RUSHWORKS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Article I - Name

The name of the Corporation is: RUSHWORKS, INC.

Article II - Address

The address of the principal office of the corporation and its mailing address is: 8740 Pebble Creek Lane, Sarasota, Florida 34238.

Article III - Authorized Shares

The Corporation is authorized to issue 1,000,000 shares.

Article IV - Registered Office/Agent

The name of the Corporation's initial Registered Agent is: John F. Rush. The street address of the Corporation's initial Registered Office is: 8740 Pebble Creek Lane, Sarasota, Florida 34238.

Article V - Incorporator

The name and address of the incorporators are: John F. Rush and Anne M. Rush, 8740 Pebble Creek Lane, Sarasota, Florida 34238.

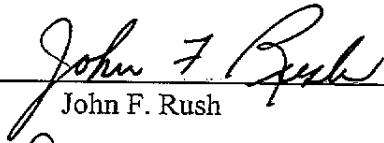
Article VI - Director

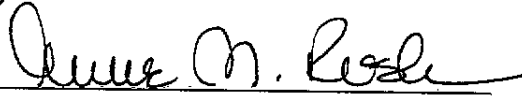
The name and address of the initial directors of the corporation are: John F. Rush and Anne M. Rush, 8740 Pebble Creek Lane, Sarasota, Florida 34238.

Article VII - Purpose

The corporation may engage in any transaction or business permitted under the laws of the United States and of the State of Florida.

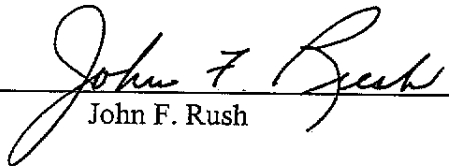
IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation.


John F. Rush


Anne M. Rush

Acceptance of Registered Agent

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated the Registered Agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


John F. Rush