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November 4, 2002

Division of Corporations
ATTN: NEW FILINGS
Post Office Box 6327
Tallahassee, Florida 32314

Re: shiftLOGIC, INC.

Dear Sir/Madam:


Enclosed are two originals of the Articles of Incorporation for shiftLOGIC, Inc. Please file the Articles of Incorporation and return one (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a \$78.75 check, payable to the Florida Department of State, for payment of the filing fees, as follows:

Articles of Incorporation	\$ 35.00
Designation of and Acceptance by Registered Agent	35.00
Certified Copy of Articles of Incorporation	<u>8.75</u>
TOTAL	<u>\$ 78.75</u>

Thank you for your assistance in this matter.

Sincerely,



I. Jeffrey Pheterson

LJP/jdn
Enclosures
cc: Scott Zucker, Treasurer

**ARTICLES OF INCORPORATION
OF
shiftLOGIC, INC.**

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**ARTICLE I
NAME**

The name of the corporation is shiftLOGIC, Inc.

**ARTICLE II
PURPOSE**

The corporation is organized for the purpose of conducting and carrying on and transacting any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

- a. At all meetings of the shareholders the common shareholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon.

b. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL OFFICE

The address of the initial principal office of the corporation in the State of Florida is 11694 Pipit Court, Wellington, Florida, 33414. The Board of Directors may, from time to time, change the street address and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is Scott Zucker, and the name of the registered agent of the corporation at that address is 11694 Pipit Court, Wellington, Florida, 33414.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Scott Zucker	11694 Pipit Court Wellington, Florida 33414
Shane Zucker	11694 Pipit Court Wellington, Florida 33414
John Ellis	3104 Robert Road West Palm Beach, Florida 33405
Patricia North	3104 Robert Road West Palm Beach, Florida 33405

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INDEMNIFICATION

This corporation may indemnify and hold harmless its officers, employees, agents, or former officers, employees, agents, or other persons to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

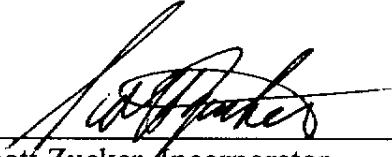
ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as an Incorporator is:

Scott Zucker

11694 Pipit Court
Wellington, Florida 33414

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of October, 2002.

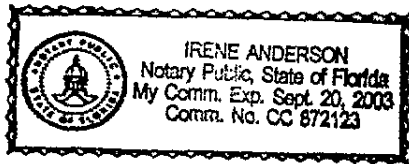


Scott Zucker, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SCOTT ZUCKER, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the State and County aforesaid this 21 day of October, 2002.



Irene Anderson
Notary Public, *IRENE ANDERSON*
State of Florida at Large

My Commission Expires: *Sep 20, 2003*

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation,
at the place set forth hereinabove, the undersigned hereby accepts such designation and
agrees to act in such capacity and to comply with all provisions of Section 48.091, Florida
Statutes, relative to keeping said office open.

~~Scott Zucker, Registered Agent~~

articles of incorporation wpd

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