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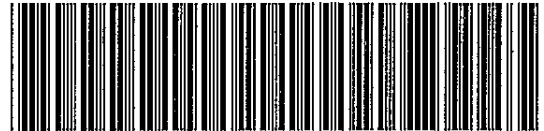
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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people2.0

NEXT GENERATION GROWTH RESOURCES

February 6, 2006

Via FedEx Overnight Delivery

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Corporate Filings

Re: People 2.0 NY Operations, Inc.

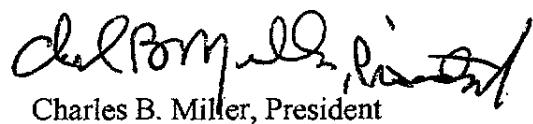
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TALLAHASSEE, FLORIDA

Dear Division Representative:

Please find enclosed the Articles of Incorporation for the above-referenced entity, as well as check for \$70 in payment of the filing fee and Registered Agent designation. I have also enclosed an extra copy of the Articles and the standard Florida "cover letter."

If you have any questions please do not hesitate to contact me at the number herein.

Sincerely,



Charles B. Miller, President

Enclosure

CBM/

cc: Alan M. Resneck, CFO
Brian Nugent, Esq.

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: People 2.0 NY Operations, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Charles B. Miller

Name (Printed or typed)

500 Phillips Drive

Address

Boca Raton, FL 33432

City, State & Zip

561-392-8101

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

People 2.0 NY Operations, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

People 2.0 NY Operations, Inc.

ARTICLE II PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 780 East Market Street, Suite 120, West Chester, Pennsylvania 19382. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III PURPOSE

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

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

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

- (a) Par value shall be \$0.0001 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common

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TALLAHASSEE, FLORIDA

stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

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

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Charles B. Miller. The street address of the initial registered agent of this corporation is 500 Phillips Drive, Boca Raton, Florida 33432.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the by-laws but shall never be fewer than two (2). The names and addresses of the initial directors of this corporation are:

Charles B. Miller
500 Phillips Drive
Boca Raton, Florida 33432

David Van Soest
780 East Market St., Suite 120
West Chester, PA 19382

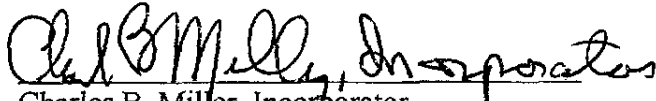
ARTICLE VIII AMENDMENT

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. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Charles B. Miller, 500 Phillips Drive, Boca Raton, Florida 33432.

The undersigned has executed these Articles of Incorporation this 6th day of February, 2006.


Charles B. Miller, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

People 2.0 NY Operations, Inc.

2. The name and address of the registered agent and office is: Charles B. Miller, 500 Phillips Drive, Boca Raton, Florida 33432.

Dated: February 6, 2006


Charles B. Miller, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 6, 2006


Charles B. Miller, Registered Agent

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