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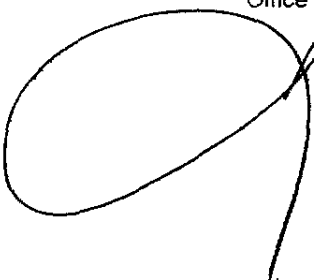
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RODNEY DURRANCE, JR., Attorney at Law
P. O. Box 7787
Winter Haven, FL 33883 (863) 294-0051

Office: 581 Avenue K, S.E., Winter Haven, Florida

March 14, 2006

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

RE: W II Resources, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, a Certificate of Designation Registered Agent/Registered Office and a check in the amount of \$78.75.

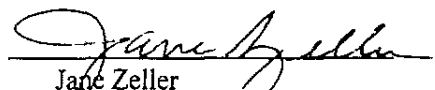
Please return a copy of the Articles showing the date filed to:

Rodney Durrance, Jr., Esquire
P.O. Box 7787
Winter Haven, FL 33880-7787

Thank you.

Sincerely,

BY


Jane Zeller
Secretary to Rodney Durrance, Jr.

/jaz
Enclosures

ARTICLES OF INCORPORATION

OF

W II RESOURCES, INC.

ARTICLE I NAME

The name of this corporation is: W II Resources, Inc.

ARTICLE II PURPOSE

The special purpose of the business is: provide personnel for software program development, system analysis and quality assurance and any other purpose allowable by law.

ARTICLE III CAPITAL STOCK

A. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be (5,000) shares of voting common stock, par value per share (\$1.00). All stock issued shall be fully paid and non-assessable.

B. The shares of stock to be issued by the corporation shall be issued, accepted, and held subject to the following provisions and restrictions upon sales and transfers thereof:

(1.) None

(2.) In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer, any stock or share of stock in the corporation, such stockholder must by giving written notice of such desires to a majority of the Board of Directors, first afford to the corporation or the nominee of the Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing between such stockholders and the corporation or such nominee, or in default of such agreement, at a price equal to the book value of said stock, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been completed and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV PERPETUAL EXISTENCE

The said corporation shall have perpetual existence.

ARTICLE V PRINCIPAL OFFICE

The principal office of said corporation is to be located at: 180 Arianna Way, Auburndale, FL 33823

ARTICLE VI NUMBER OF DIRECTORS

There shall not be less than (one) nor more than (three) Directors of said corporation; provided, however, that the number of Directors of said corporation may be increased in any manner now or hereafter authorized by law.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The names of the first Board of Directors, and their addresses, who, subject to the provisions herein contained and of the By-laws of said corporation and of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence, or until their

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TALLAHASSEE, FLORIDA

successors are elected and have qualified, are the following:

<u>Name</u>	<u>Address</u>
Gary A. Warta	180 Arianna Way Auburndale, FL 33823
Janice Warta	180 Arianna Way Auburndale, FL 33823

ARTICLE VIII INCORPORATORS

The name and post office address of the subscriber of these Articles, and the number of shares of stock of said corporation which she agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Gary Warta	180 Arianna Way, Auburndale, FL 33823	50
Janice Warta	180 Arianna Way, Auburndale, FL 33823	50

IX OFFICERS

The officers of said corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and Directors shall be chosen in such manner, shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE X RIGHT TO AMEND

Said corporation reserves the right to amend, alter or change or repeal any provision contained in these Articles in the manner now or hereafter permitted by law or prescribed by Statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE XI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
Rodney Durrance, Jr., Esquire	581 Avenue K, S.E., Winter Haven, FL 33880

IN WITNESS WHEREOF, I, the undersigned, being such and all of the original

subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida and in pursuance of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, do hereby jointly and severally declare and certify that the facts herein stated are true and that I have associated myself together for the purpose of becoming a corporation under the said Laws of the State of Florida, and to hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly I have hereunto set my hand and seal at Polk County, Florida, this 13th day of March 2006.

Gary I. Warta (SEAL)
Gary Warta, President

Jan Warta (SEAL)
Janice Warta, Secretary/Treasurer

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing Articles of Incorporation was acknowledge before me this 13th day of March 2006, by Gary Warta, President and Janice Warta, Secretary/Treasurer of W II Resources, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification respectively and they did (did not) take an oath.



[Signature]
Notary (SEAL)

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: W II Resources, Inc.
2. The name address of the Registered Agent and office is:
Rodney Durrance, Jr., Esquire, 581 Avenue K, S.E., Winter Haven, FL 33880.

Signature Mary T. Wain
(Corporate Officer)
Title President
Date March 13, 2006

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.

Signature Rodney Durrance, Jr.
Date March 9, 2006

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