

P950000063563

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 17 AM 9:32

dd 8/17/95

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY NLC \_\_\_\_\_

WALK-IN 8/17 12:00  
Will Pick Up

RE: Massage works  
Resources, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ ( ) Cert Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION**

**MESSAGE WORKS RESOURCES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 AUG 17 AM 9:32

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certifies as follows:

**ARTICLE I - NAMES AND ADDRESSES**

The name of the corporation is MESSAGE WORKS RESOURCES, INC. and the address of its principal place of business is 3012 East Robinson Street, Orlando, FL 32803.

**ARTICLE II - DURATION**

The corporate existence of the corporation shall commence on the date of filing these Articles with the office of the Secretary of the State of Florida and shall exist perpetually.

**ARTICLE III - PURPOSE**

The purpose for which the corporation has been formed is as follows: To engage in and transact any or all lawful business for which a corporation may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock having a par value of TEN CENTS (\$0.10) per share.

#### ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the corporation's registered office is 28 West Central Boulevard, Orlando, Florida 32801 and the name of the corporation's registered agent at such address is W. C. AIRTH, JR.

#### ARTICLE VI - DIRECTORS

The number of directors constituting the initial board of directors shall be one (1) and thereafter the number of directors shall be such number (one or more) as is fixed from time to time in the Bylaws of the Corporation. The director of the Corporation is LINDA K. EVANS, 3012 East Robinson Street, Orlando, FL 32803.

#### ARTICLE VII - INCORPORATOR

The name and address of the corporations's sole incorporator is W. C. AIRTH, JR., 28 West Central Boulevard, P. O. Box 3444, Orlando, Florida 32801.

#### ARTICLE VIII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his/her being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights

to which any director or officer may be entitled as a matter of law.

**ARTICLE IX -AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

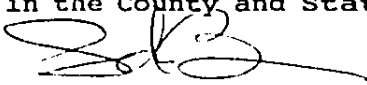
IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned this 9th day of May, 1995.



W. C. AIRTH, JR.

STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF ORANGE    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and County aforesaid, to take acknowledgments, personally appeared W. C. AIRTH, JR. and acknowledged to me that he executed said instrument for the purposes therein expressed. For purposes of identification, he is personally known to me or has produced \_\_\_\_\_ (driver's license) as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of May, 1995. 

NOTARY PUBLIC

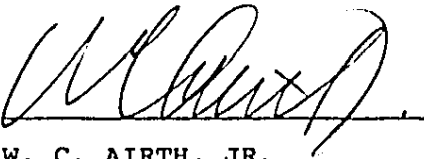
Print Name: SANDRA BROWN

My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JULY 29, 1995  
FORGED BY DU BRANCHET & ASSOCIATES

Acceptance of Designation as Registered Agent:

W. C. AIRTH, JR., does hereby accept the foregoing designation as registered agent for the corporation for service of process as to the above corporation, 28 West Central Boulevard, P. O. Box 3444, Orlando, Florida 32801.



W. C. AIRTH, JR.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 17 AM 9:32

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
904-222-0191

800-342-8086

**CSC networks**  
PRESTIGE MAIL  
LEGAL & FINANCIAL SERVICES

**P95000063565**

95 AUG 23 PM 3:56

ACCOUNT NO. : 072100000032

REFERENCE : 660714 116184A

AUTHORIZATION :

COST LIMIT : \$ 35.00 *Patricia T. Pitt*

ORDER DATE : August 16, 1995

ORDER TIME : 12:24 PM

ORDER NO. : 660714

CUSTOMER NO: 116184A

CUSTOMER: Glen H. Waldman, Esq  
Silver & Waldman, P.A.  
Suite 902  
800 Brickell Avenue  
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: SWS MANAGEMENT, INC.

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: *Amend*

95 AUG 23 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
95 AUG 23 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

ARTICLE VI of the Articles of Incorporation of  
SWS MANAGEMENT, INC. shall be amended to read as  
follows:

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director.  
The name and street address of the officer and director who  
shall hold office for the first year of the corporation, or  
until his successor is elected or appointed is:

Scott Segen	800 Brickell Avenue, Suite 902
Dir./Pres.	Miami, Florida 33131

All other paragraphs and articles of the Articles of  
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator  
without shareholder action because shareholder action was not  
required.

The foregoing amendment was adopted on the 23 day  
of August, 1995.

Corporation Service Company, Incorporator  
*Gail Shelby*  
Its Agent, Gail Shelby