

P95000064210

MEDIATION, INC.

NationsBank Tower
One Financial Plaza
Fort Lauderdale, FL 33301

Please Reply To
P.O. Box 9226
Fort Lauderdale, FL 33308

Mediation Facilities
Fort Lauderdale
Miami
West Palm Beach
Melbourne
Orlando
Atlanta
New York

(305) 763-1000
FAX (305) 763-0505
USA (800) 241-7000

August 23, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500000064210
-100/25/95-01043-0017
****122.50 ****122.50

Re: Workline, Inc.

Gentlemen:

Enclosed please find two original Articles of Incorporation for **Workline, Inc.**, together with our check in the sum of \$122.50 representing the filing fee, resident agent's fee and charge for certified copy of the Articles.

After filing, please forward the certified copy of the Articles to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Very truly yours,

MEDIATION, INC.

Jean E. Calvert
Jean E. Calvert

:jec
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 AM 10:25

g 8/28/95

FILED
STATE
CORPORATIONS

95 AUG 25 AM 10:25

ARTICLES OF INCORPORATION
OF
WORKLINE, INC.

For the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned subscribes the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is WORKLINE, INC.

ARTICLE TWO

This corporation shall have perpetual existence.

ARTICLE THREE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE FOUR

This corporation is authorized to issue one hundred (100) shares of Five Dollar (\$5.00) par value common stock, which shall be designated "Common Shares" and shall be the only class of stock issued by the corporation.

ARTICLE FIVE

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial registered office of this corporation and its principal place of business and mailing

address is: One Financial Plaza, 18th Floor, 100 Southeast Third Avenue, Fort Lauderdale, Florida 33394. The registered agent is James B. Chaplin.

ARTICLE SEVEN

This corporation shall have two (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

James B. Chaplin
One Financial Plaza, 18th Floor
100 Southeast Third Avenue
Fort Lauderdale, Florida 33394

ARTICLE EIGHT

The name and address of the persons signing these Articles is:

James B. Chaplin
One Financial Plaza, 18th Floor
100 Southeast Third Avenue
Fort Lauderdale, Florida 33394

ARTICLE NINE

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE TEN

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of shareholders at any meeting of shareholders. If a quorum is present at meeting of shareholders, the affirmative vote of a simple majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE ELEVEN

The affirmative vote of two-thirds (2/3) of the shares of this corporation which are issued and outstanding and are entitled to vote upon the questions set forth herein shall be required for the authorization of sale of substantially all of the assets of the corporation, a merger, a consolidation, or a plan of financing which involves the borrowing of money in an amount greater than

two-thirds (2/3) of the value of the assets of the Corporation. The approval of the requisite percentage of shareholders of this corporation to any of the acts set forth in this Article Eleven shall be required in every case, whether or not such approval is required by law.

ARTICLE TWELVE

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, as it may be from time to time amended, regardless of the number of shareholders or regardless of the registration of the stock of the corporation on a national securities exchange.

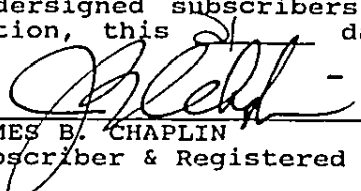
ARTICLE THIRTEEN

The corporation shall indemnify each officer or director, or any former officer or director, to the full extent permitted by law. The corporation shall defend, indemnify and hold such officer or director harmless of and from any claims which may be presented against him arising out of his official actions on behalf of the corporation or the furtherance of the corporation's business. This indemnification shall be made so long as the actions were undertaken in good faith for the best interests of the corporation and were lawful or were undertaken pursuant to advice of counsel.

ARTICLE FOURTEEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 21 day of August, 1995



JAMES B. CHAPLIN
Subscriber & Registered Agent

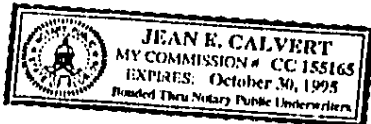
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES B. CHAPLIN known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid this 21st day of August, 1995.

Jean S. Calvert
Notary Public

My commission expires:



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

FILED
STATE
CORPORATION
SEP 11 1966
0:26

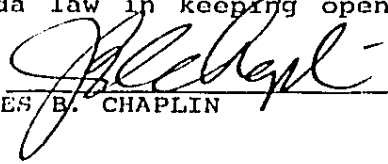
WORKLINE, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above corporation, desiring to organize under the
laws of the State of Florida with its registered office as
indicated in the Articles of Incorporation at One Financial Plaza,
18th Floor, 100 Southeast Third Avenue, Fort Lauderdale, Florida
33394 has named JAMES B. CHAPLIN located at the aforesaid address,
as its Registered Agent to accept service of process within this
State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida law in keeping open said
office.


JAMES B. CHAPLIN