

Law Office

JOHN R. SORKIN, P.A.

P96000044905

4700 B Sheridan Street
Emerald Hills Professional Park
Hollywood, Florida 33021-3416
(954) 963-6200

John R. Sorkin, Esq.
Robin Siegel Sorkin, Esq.*

*Member of the Florida and New Jersey Bars

May 13, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

RE: MEDIATION WORKS, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for MEDIATION WORKS, INC., along with a check in the amount of \$122.50 for the filing fees.

Please return a stamped copy of the Articles along with the Certificate of Filing to this office in the enclosed pre-addressed, stamped envelope.

Very Truly Yours,
JOHN R. SORKIN, P.A.

BY:

John R. Sorkin
John R. Sorkin, Esq.

JRS/sq

Enclosures as stated

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FILED
96 MAY 20 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/28/96
TB

ARTICLES OF INCORPORATION

OF

MEDIATION WORKS, INC.

FILED
MAY 20 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Florida law hereby adopt the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is Mediation Works, INC.

ARTICLE TWO
DURATION

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

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of par value common stock which shall be designated "Common Shares".

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4700 Sheridan Street, Suite B, Hollywood, FL 33021-3416 and the name of the initial registered agent at that address is John R. Sorkin.

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the ByLaws. The name and address of the initial Board of Directors of this corporation is:

NAME

John R. Sorkin

ADDRESS

4700 Sheridan Street
Suite B
Hollywood, FL 33021-3416

ARTICLE EIGHT
INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

John R. Sorkin

4700 Sheridan Street
Suite B
Hollywood, FL 33021-3416

ARTICLE NINE
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former office or director, to the full extent permitted by law.

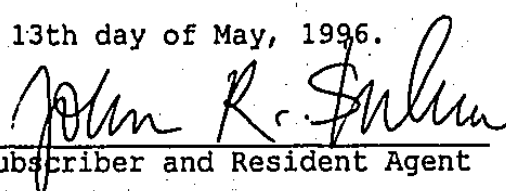
ARTICLE TEN
SPECIAL PROVISION

It is the intent of the incorporator that this corporation qualify as a Sub Chapter S corporation under the Internal Revenue Code.

ARTICLE ELEVEN
AMENDMENT

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

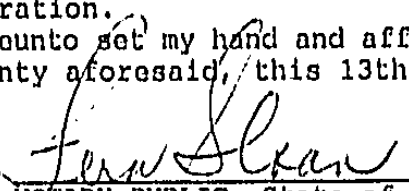
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of May, 1996.

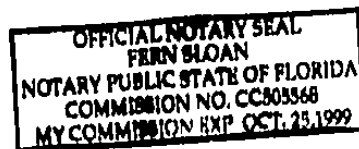

Subscriber and Resident Agent

STATE OF FLORIDA
COUNTY OF Broward

BEFORE ME, the undersigned officer duly authorized to administer oaths, personally appeared John R. Sorkin, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th day of May, 1996.


NOTARY PUBLIC, State of Florida
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT Mediation Works, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 4700 Sheridan Street, Hollywood, FL 33021-3416 HAS NAMED JOHN R. SORKIN, LOCATED AT 4700 SHERIDAN STREET, SUITE B, HOLLYWOOD FLORIDA 33021-3416, COUNTY OF BROWARD, STATE OF FLORIDA.

SIGNATURE: John R. Sorkin

JOHN R. SORKIN

TITLE: President

DATE: 5/16/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE: John R. Sorkin

JOHN R. SORKIN

(Registered Agent)

DATE: 5/16/95