

P96000052409

BILLINGS, WORKMAN GROUP, INC.
7081 Taft St., Suite 140
Hollywood, FL 33024

February 15, 1996

Now Corporate Filings
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Enclosed are two (2) originals of the Articles of Incorporation for the above corporation for immediate filing and a money order in the amount of \$122.50 for related fees.

Please provide of a certified copy by return Federal Express (prepaid package enclosed).

Thank -you.

BILLINGS, WORKMAN GROUP, INC.

Robert Sandonato

Robert Sandonato

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JUN 19 1996. BSB

FILED
95 JUN 18 PM 3:30
TALLAHASSEE, FLORIDA

JUN 19 1996

ARTICLES OF INCORPORATION
OF
BILLINGS, WORKMAN GROUP, INC.

The undersigned, an individual, acts as incorporator for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, and adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The corporate name for the corporation (hereinafter the "corporation") is BILLINGS, WORKMAN GROUP, INC.

ARTICLE II
EXISTENCE AND DURATION

The period of duration of this corporation is perpetual.

ARTICLE III
PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act. The incorporator has operated as a individual proprietorship and chooses to continue his business in the form of a corporation in furtherance of any and all such lawful purposes, and to have the corporation have and exercise all rights, powers and privileges now or hereafter exercisable by corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable, convenient or proper for the accomplishment of any of its corporate purposes.

ARTICLE IV
CAPITALIZATION

The number of shares which this corporation shall have authority to issue is one thousand (1,000) shares at par value of one tenth of one cent (\$.001) per share and are of the same class and are to be common shares. There shall be no cumulative voting by shareholders. The shareholders shall have no preemptive rights to acquire any shares of the corporation. The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

ARTICLE V
INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office in the State of Florida is 7081 Taft St. Suite 140, Hollywood, FL 33024 and the name of its initial registered agent at said registered office is Robert Sandonato. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VI
PRINCIPAL OFFICE

The address of the principal office of the corporation is 7081 Taft St. Suite 140, Hollywood, FL 33024. The corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of this corporation is one (1) and the number of directors of this corporation shall not be less than one (1). The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is:

Robert Sandonato

7081 Taft St. Suite 140
Hollywood, FL 33024

ARTICLE VIII
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, Employee, or agent and shall inure to the benefit or the heirs, executors, and administrators of such a person.

ARTICLE IX
ADDITIONAL ENGAGEMENTS

Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ARTICLE X
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Robert Sandonato

7081 Taft St. Suite 140
Hollywood, FL 33024

Dated this 15th day of February, 1996.


Robert Sandonato, Incorporator

STATE OF FLORIDA

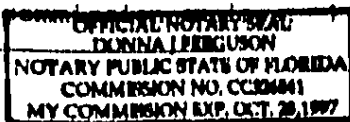
COUNTY OF BROWARD

SS.

I, Donna J. Ferguson, a Notary Public, do hereby certify that Robert Sandonato, personally known (or proved) to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me first duly sworn, acknowledged that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that statements therein contained are true.

I accordingly have hereunto set my hand and seal this 12th day of June, 1996.

My



Donna J. Ferguson
Notary Public

Robert Joseph Sandonato

FD-5435-710-SS-024-0
Exp. 4/2000

City Ft. Lauderdale
County of Broward
State of Florida

96 JUN 10 PM 3:30

STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF INCORPORATOR TO ORGANIZATIONAL ACTION

OF

BILLINGS, WORKMAN GROUP, INC.

Under Section 607.0205 of the Florida Business Corporation Act

The following action is taken this day through this instrument by the incorporator of the above named corporation. The election of the following person to serve as the initial director of corporation until the first shareholders' meeting or until such other time at which directors are elected is Robert Sandonato, incorporator.

Signed on February 15, 1996:

Having been named its Registered Agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

BILLINGS, WORKMAN GROUP, INC

By Robert Sandonato
Robert Sandonato, Director

Dated: February 15, 1996