



1111 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

June 5, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001866780
-06/19/96--01049--012
*****70.00 *****70.00

RE: WorkSmart Of South Florida, Inc.
P3314029WOCAR

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for WorkSmart Of South Florida, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Dawn Showell
Corporate Service Representative

FILED
96 JUN 18 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc.

6-20-96
KR

ARTICLES OF INCORPORATION
OF
WorkSmart of South Florida, Inc.

FILED

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following: 96 JUN 18 AM 9:20
STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation shall be WorkSmart of South Florida, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 2957 Flamingo Dr., Miami Beach FL 33140.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 share at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Gayle Carson 2957 Flamingo Dr., Miami Beach FL 33140

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Dawn M. Showell c/o The Company Corporation
1313 N. Market Street, Suite 3410; Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 3rd day of June, 1996.

Dawn M. Showell

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day of June, 1996 by Dawn M. Showell.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Susan M. Griffin
Notary Public

This document was prepared by Dawn M. Showell, 1313 N. Market Street, Suite 3410; Wilmington DE 19801 (302) 575-0440

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this WorkSmart of South Florida, Inc desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Miami Beach, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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 and complete
performance of my duties.


Larry Wolfe

6/2/96
Date

FILED
96 JUN 18 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA