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Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

December 5, 1996

RE: WayForward Systems, Inc.

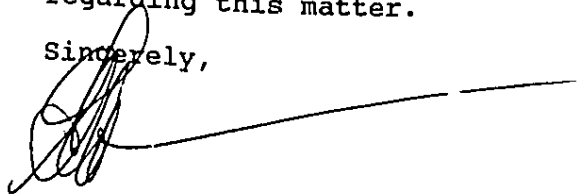
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Dear Sirs/Ladies,

Enclosed please find the original and an extra set of Articles of Incorporation for immediate filing. I enclose my clients' check in the amount of \$122.50 to cover the filing fees. Please return the filed papers in the SASE provided for that purpose.

Thank you for your prompt attention to this matter. Please feel free to contact the undersigned if there are any questions regarding this matter.

Sincerely,



Gary E. Susser, Esq.

Encs. as stated
cc w/encs: Client

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.10.96
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**ARTICLES OF INCORPORATION
OF**

WayForward Systems, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is **WayForward Systems, Inc.**, (hereinafter called the "Corporation")

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 125 Seabreeze Avenue, P.O. Box 3080, Delray Beach, Florida 33447-3080.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares, par value of per share.

Shares of capital stock of the corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is Larry W. Hoaks, 125 Seabreeze Avenue, Delray Beach, FL 33483.

ARTICLE V. INCORPORATORS

The names and street address of the incorporator to these Articles of Incorporation is Larry W. Hoaks, 125 Seabreeze Avenue, Delray Beach, FL 33483.

ARTICLE VI PURPOSE

The general nature of the business to be transacted by the corporation is to engage in any business permitted under the laws of the State of Florida.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The corporation shall initially have one Director. The number of the directors may be changed from time to time by the By-Laws, but shall never be less than one(1). The names and addresses of the initial directors are as follows:

Larry W. Hoaks
125 Seabreeze Avenue
Delray Beach, FL 33483

ARTICLE VIII ELECTION FOR SUBCHAPTER 'S' STATUS

This corporation may be a Sub-Chapter S corporation as defined by the Internal Revenue Code.

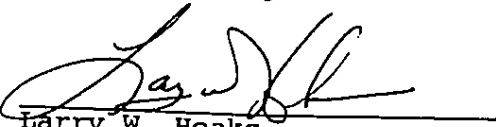
ARTICLE IX AMENDMENTS

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

ARTICLE X TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law and shall commence its corporate existence upon the date of the filing of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation on this 5th day of December 1996.


Larry W. Hoaks
Incorporator

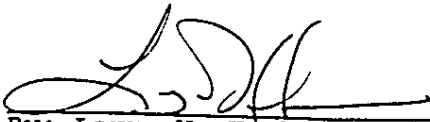
Designation and Acceptance of Registered Agent

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office 'registered agent in the State of Florida.

1. The name of the corporation is **WayForward Systems, Inc.**
2. The name of the registered agent is **Larry W. Hoaks.**
3. The address of the registered agent/registered office is **125 Seabreeze Avenue, Delray Beach, FL 33483**

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I 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.



By: Larry W. Hoaks
561-272-5446(O)

Date: December 5, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA