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September 4, 1997

WILL A. NASON (1924-1979)

ALAN I. ARMOUR II
GARY N. GERSON
SUZANNE M. GLEIBER
ELAINE JOHNSON JAMES
JEFFREY B. KAHN
DOMENICK R. LIOCE

NATHAN E. NASON
MARK A. PACHMAN
AMANDA LYNN PARKS
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/08/97--01125--014
****122.50 ****122.50

Re: REWORKS, INC.

Dear Sir or Madam:

Enclosed herewith for filing is the original Articles of Incorporation and Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the "Secretary of State" in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 52.50
Certified Copy	35.00
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

Should you have any questions regarding the filing of this document, please do not hesitate to contact me directly at (561) 471-3520.

Very truly yours,

NASON, YEAGER, GERSON, WHITE & LIOCE,
P.A.

Georgina J. Popham
Legal Assistant

Enclosures: Check
Articles

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 AM 11:35

D. BROWN SEP 10 1997

ARTICLES OF INCORPORATION
OF
REWORKS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 AM 11:35

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

REWORKS, INC.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

380 Columbia Drive
Suite 105
West Palm Beach, FL 33409

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock at \$.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gregory L. Scott

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

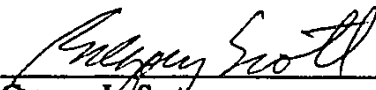
ARTICLE VI

INCORPORATOR

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

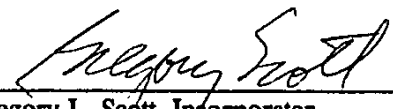
<u>Name</u>	<u>Street Address</u>
Gregory L. Scott	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33041

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 2nd day of September, 1997.


_____, Incorporator
Gregory L. Scott

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Reworks, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Gregory L. Scott located thereat as its registered agent to accept service of process within this State.

By: 

Gregory L. Scott, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Gregory L. Scott, Registered Agent

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