



ECWerks
"The Future of Commerce"

P970000 79745

September 11, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

Dear Sir or Madam,

Enclosed for filing are Articles of Incorporation and Acceptance of Registered Agent for two companies: **SourceWerks, Inc.** and **PeopleWerks, Inc.** Also enclosed are two checks for \$70 each.

If there are any questions, my phone number is (813) 222-3930.

Thank you for your attention to this matter.

Sincerely,

James P. Fama
Vice President and General Counsel

Enclosures

Dmc
9/15/97

FILED
97 SEP 12 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PEOPLEWERKS, INC.**

FILED

97 SEP 12 PM 2: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I
Name**

The name of the corporation is PeopleWerks, Inc.

**ARTICLE II
Mailing Address**

The mailing address is 100 North Tampa Street, Suite 3600, Tampa, Florida 33602.

**ARTICLE III
Stock**

The corporation shall have the authority to issue 100,000 shares of \$0.01 par value common stock.

**ARTICLE IV
Initial Registered Agent and Office**

The street address of its initial registered office is 100 North Tampa Street, Suite 3600, Tampa, Florida 33602, and the name of its initial registered agent at that address is James P. Fama.

**ARTICLE V
Incorporator**

The name and the address of the incorporator are:

James P. Fama
100 North Tampa Street
Suite 3600
Tampa, Florida 33602

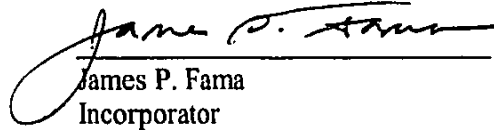
ARTICLE VI
Initial Directors

The corporation initially shall have two directors whose names and addresses are:

Lawrence C. Buckley, Jr.
100 North Tampa St
Suite 3600
Tampa, Florida 33602

David W. Hickson
100 North Tampa St.
Suite 3600
Tampa, Florida 33602

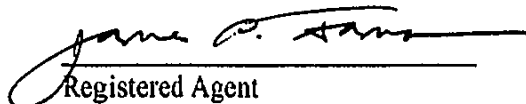
Dated this 11th day of September, 1997.


James P. Fama
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 11th day of September, 1997.


Registered Agent