



ECWerks

"The Future of Commerce"

P97000080073

September 12, 1997

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

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-09/15/97--01105--001
*****70.00 *****70.00

Dear Sir or Madam,

Enclosed for filing are Articles of Incorporation and Acceptance of Registered Agent for **ProductWerks, Inc.** Also enclosed is a check for \$70.

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

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
PRODUCTWERKS, INC.**

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 ProductWerks, 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

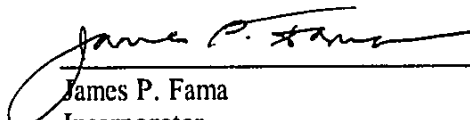
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ARTICLE VI
Initial Directors

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

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

Dated this 12th 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 12th day of September, 1997.


Registered Agent

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