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LAW OFFICES  
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January 26, 1998

100002422651--5  
-02/05/98--01080--002  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

Re :TRIALWORX, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing the fees for filing.

Please file the enclosed Articles of Incorporation and Designation and Acceptance of Registered Agent and return a stamped copy to the undersigned in the enclosed self-addressed stamped envelope.

Thank you for your courtesies in this matter.

Very truly yours,

*[Signature]*  
LAWRENCE S. BEN

enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 AM 10:57

D. BROWN FEB - 6 1998

**ARTICLES OF INCORPORATION  
OF  
TRIALWORX, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I. CORPORATE NAME.**

The name of this corporation is: TRIALWORX, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

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

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence, commencing upon filing of these articles.

**ARTICLE V. REGISTERED AGENT and PRINCIPAL/REGISTERED OFFICE.**

The Registered Agent shall be:

James Caris  
2630 Hollywood Blvd.  
Hollywood, FL

The street address of Principal/Registered office of this Corporation in the State of Florida shall be:

2630 Hollywood Blvd.  
Hollywood, FL 33020

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI. BOARD OF DIRECTORS.**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VII. INITIAL DIRECTORS.**

The names of the initial director(s) of this Corporation and their street addresses are:

JAMES SHAPIRO  
1820 First Federal Plaza  
Rochester, New York 14514

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE VIII. INCORPORATOR.**

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporator are:

JAMES CARIS  
2630 Hollywood Blvd.  
Hollywood, FL

#### **ARTICLE IX. AMENDMENT.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE X. INITIAL OFFICER.**

The names of the initial officer of this Corporation and her street address is:

JAMES SHAPIRO  
1820 First Federal Plaza  
Rochester, New York 14514

President/Treasurer/Secretary

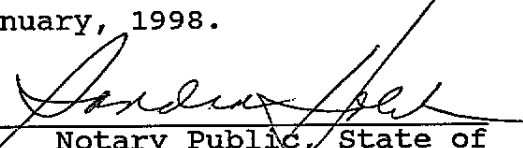
The person named as initial officers shall hold office for the first year of existence of this Corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation on 27 day of January, 1998.

  
\_\_\_\_\_  
JAMES CARIS

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared JAMES CARIS, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 27 day of January, 1998.

  
\_\_\_\_\_  
Notary Public, State of  
Florida at Large

(SEAL)

My commission expires:



SANDRA HOLCK  
My Commission CC473457  
Expires Jun. 18, 1999  
Bonded by HAI  
800-422-1555

**DESIGNATION and ACCEPTANCE OF RESIDENT AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


That TRIALWORX, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 2630 Hollywood Blvd., Hollywood, County of Broward, State of Florida, has named James Caris located at 2630 Hollywood Blvd., Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date:

By

  
JAMES CARIS  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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