

P98000079094

LAW OFFICE OF

JOHN W. MARTIN

5777 WEST CENTURY BOULEVARD, SUITE 1540

LOS ANGELES, CALIFORNIA 90045

TELEPHONE (310) 342-6800

TELECOPIER (310) 342-6808

E-MAIL: JWMARTINLAW@COMPUSERVE.COM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98Aug31 AM 11:26

September 10, 1998

100002629001--4
-08/31/98--01110--010
*****70.00 *****70.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Ms. Doris Brown

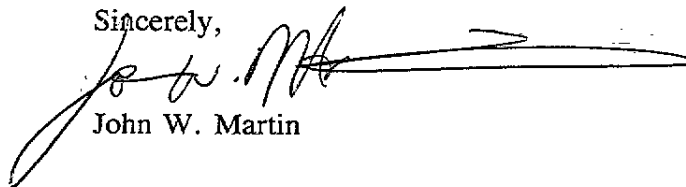
Re: **KNOWLEDGE@WORK INTERNATIONAL, INC.**
Certificate of Designation of Registered Agent/Registered Office

Dear Ms. Brown:

In accordance with our telephone conversation last week, and in connection with the filing of the articles of incorporation for the above-referenced corporation, please find enclosed for filing an originally executed Certificate of Designation of Registered Agent/Registered Office signed by Mr. Luis A. Navarro, the above-referenced corporation's stated registered agent. It is my understanding from our telephone conversation that upon the filing of the enclosed document, Knowledge@Work International, Inc. will become a duly incorporated entity in the State of Florida.

I thank you for your assistance and cooperation in this matter. Should you have any questions or comments, or be in need of any additional information or documentation, please do not hesitate to contact me.

Sincerely,


John W. Martin

JWM:\
Enclosure

5
BROWN SEP 14 1998

ARTICLES OF INCORPORATION

OF

KNOWLEDGE@WORK INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 11:26

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida statutes.

ARTICLE 1 - NAME

The name of the Corporation is KNOWLEDGE@WORK INTERNATIONAL, INC. (hereinafter referred to as the "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5911 NW 65th Court, Parkland, Florida 33067, and the mailing address of the Corporation is 5911 NW 65th Court, Parkland, Florida 33067.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

John W. Martin
5777 West Century Boulevard
Suite 1540
Los Angeles, California 90045

ARTICLE 5 - CORPORATE CAPITALIZATION

The Corporation is authorized to issue two classes of shares designated "Common Stock", \$.0001 par value (the "Common Stock") and "Preferred Stock", \$.0001 par value (the "Preferred Stock"). The total number of shares of Common Stock authorized to be issued is 100,000,000. The total number of shares of Preferred Stock authorized to be issued is 10,000,000.

The Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series. The Board of Directors is authorized to determine or alter any or all of the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock other than the Series A Preferred Stock described herein, and to fix, alter or reduce (but not below the number then outstanding) the number of shares comprising any such series and the designation thereof, or any of them, and to provide for the rights and terms of redemption or conversion of the shares of any such series.

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 5911 NW 65th Court, Parkland, Florida 33067. The name and address of the registered agent of this Corporation is Luis A. Navarro.

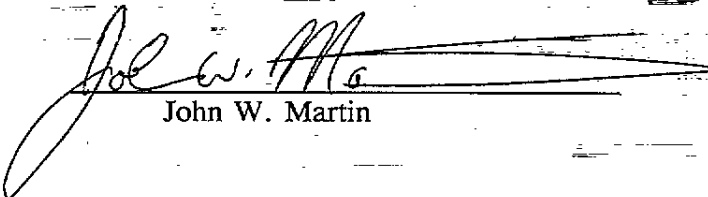
ARTICLE 11 - INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally for services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1998.


John W. Martin

P.02
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 11:26

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, 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 KNOWLEDGE@WORK INTERNATIONAL,
INC.
2. The name and address of the registered agent and office is:

Mr. Luis A. Navarro
5911 NW 65th Court
Parkland, Florida 33067

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate. 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.*


Luis A. Navarro

9/4/98
(DATE)