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Palos Hills, IL 60465
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Phone 708-974-1284 or 800-603-2533
Fax 708-974-1298

P98000098805

November 16, 1998

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

900002689859--4
-11/17/98--01074--003
*****70.00 *****70.00

Re: Filing of Articles of Incorporation-ITWORKS, INC.

Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgment of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call.

Sincerely,

David L. Surina

DLS/ds
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 PM 1:09

B. BROCK NOV 24 1998

298-26260



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1998

DAVID L. SURINA
11018 SOUTHWEST HWY.
PALOS HILLS, IL 60465

SUBJECT: ITWORKS, INC.
Ref. Number: W98000026260

We have received your document for ITWORKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 398A00055835

**STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
ITWORKS, INC.**

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
"ITWORKS, INC."

SECOND: The street address of the initial principal office of the corporation shall be 5465 Sand Lake Drive, Melbourne, FL 32935, and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 1,000 shares of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is 5465 Sand Lake Drive, Melbourne, FL 32935, and the name of its initial registered agent at such address is: Kimberly R. Doyle.

SIXTH: This corporation is to exist perpetually.

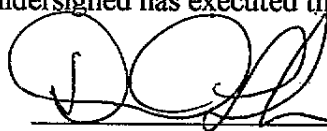
SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is Two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

Kimberly R. Doyle, 5465 Sand Lake Drive, Melbourne, FL 32935
James V. Doyle, III, 5465 Sand Lake Drive, Melbourne, FL 32935

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation:

David L. Surina: 11018 Southwest Highway, Palos Hills, IL 60465

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of November, 1998.



David L. Surina, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 PM 1:09

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

ITWORKS, INC.

Acceptance by the Registered Agent as required in section 607.0501 (3)
F.S.: **Kimberly R. Doyle**, is familiar with and accepts the obligations
provided for in Section 607.0505.

Dated: *November 16*, 1998

BY *Kimberly R Doyle*
Kimberly R. Doyle

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