



A. SUAREZ & ASSOCIATES, P.A.
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* New York & Florida Bar

of Counsel:

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P 98 000 103250

December 7, 1998

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-12/10/98--01049--011
*****70.00 *****70.00

Re: Working Assets Corp.

Dear Sirs:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$70.00 for each corporation.

Kindly process accordingly and advise this office whether or not the names provided are available.

Thank you for your attention regarding this matter.

Very truly yours,

A. SUAREZ & ASSOCIATES, P.A.


Anthony Suarez, Esq.

AS/nc

Enc.

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F. CHESSE

DEC 11 1998

FILED
98 DEC 10 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: WORKING ASSETS, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

517 W. Colonial Drive, Orlando, FL 32804

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Anthony Suarez, 517 W. Colonial Drive, Orlando, FL 32804

ARTICLE V INCORPORATOR

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

Anthony Suarez, 517 W. Colonial Drive, Orlando, FL 32804



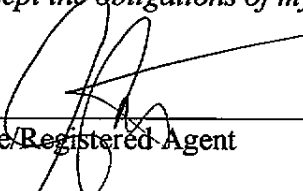
Signature/Incorporator

12/6/98

Date

(An additional article must be added if an effective date is requested.)

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.



Signature/Registered Agent

12/6/98

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA