

P99800001002

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

000002728570--9
-01/04/99--01027--009
*****87.50 *****87.50

SUBJECT: Foo Works Consulting, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Stephen Ulmer
Name (Printed or typed)

PO Box 13807
Address

Gainesville, FL 32608
City, State & Zip

(352) 392-2061
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -1 AM 8:17

EFFECTIVE DATE
1-1-99

NOTE: Please provide the original and one copy of the articles.

1-6
WS

Articles of Incorporation
of
FooWorks Consulting, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 8:17

December 24, 1998

EFFECTIVE DATE
1-1-99

Abstract

The undersigned, acting as an Incorporator of a corporation under the Florida Business Corporation Act, adopts these Articles of Incorporation.

1 Name

The name of the corporation is FooWorks Consulting, Inc., hereafter referred to as "the corporation".

2 Principle Office

The initial address and principle mailing address of the corporation is:

PO Box 13807
Gainesville, Florida 32604

3 Purpose

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

4 Duration

The corporation will exist in perpetuity, commencing on January 1, 1999.

5 Shares

The amount of the total authorized shares of stock of the corporation is 10,000 shares.

6 Board of Directors

6.1 Indemnity of Directorate

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived a personal benefit to the detriment of the corporation.

6.2 Initial Directorate

The corporation shall have two (2) directors initially. The number of directors may be changed, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names of the initial directors of the corporation are as follows:

Stephen L. Ulmer
1428 NW 7th Road
Gainesville, FL 32603

John Sheehy
3800 SW 34th Street, #S174
Gainesville, FL 32608

6.3 Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

7 Initial Registered Agent

The name and address of the initial registered agent is as follows:

Stephen L. Ulmer
1428 NW 7th Road
Gainesville, FL 32603

8 Incorporator

The name and address of the initial incorporator is as follows:

Stephen L. Ulmer
PO Box 13807
Gainesville, FL 32604

Stephen Ulmer
Signature/Incorporator

12/24/98
Date

Having been named as registered agent and to accept service of process for FooWorks Consulting, Inc., I hereby accept the appointment as registered agent and agree to act in its 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.

Stephane Ulmer
Signature

12/24/98
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 8:17