

RAHL & RAHL, P.A.

PATRICIA A. RAHL
BRIAN K. RAHL

Kissimmee Office
2951 High Point Boulevard
Kissimmee, FL 34747
(407) 396-9600 ext. 1177

June 25, 1999

P99000059632

Office of the Secretary of State
Division of Corporations
New Filing Section
409 E. Gaines St.
Tallahassee, FL 32399

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-06/29/99--01045--011
*****87.50 *****87.50

Re: NEW CORPORATION
LabourWorks, Inc.

Dear Sir:

Enclosed please find the ARTICLES OF CORPORATION FOR LabourWorks, Inc. and the CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED including a check in the amount of \$87.50 as and for the filing fee and the fee for TWO (2) certified copies.

Enclosed also is a Federal Express Airbill with our Account no. for your return of two certified copies.

Sincerely,

By: 
PATRICIA A. RAHL

PAR/jc
Enclosures

FILED
99 JUN 29 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF CORPORATION
OF
LabourWorks, Inc.

FILED
99 JUN 29 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that I, the undersigned, for the purpose of forming a Corporation under the provisions of Florida Statutes, do make, subscribe, acknowledge and file these Articles of Incorporation, and certify that:

ARTICLE I

The name of the Corporation is LabourWorks, Inc.

ARTICLE II

The general nature of the business transacted shall be to engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE III

The amount of capital stock authorized shall be Five Hundred (500) Shares of common stock of nominal or par value of ONE AND NO/100 (\$1.00) DOLLARS per share.

ARTICLE IV

The registered office of the corporation shall be at 7770 Country Place, Winter Park, FL 32792. Said Corporation shall have full power and agencies in such other places both within and without the State of Florida and in any Foreign Countries. The name of the initial Registered Agent of this Corporation is RICHARD HOOKS.

ARTICLE V

The Corporation shall commence business with not less than FIVE HUNDRED AND NO/100 DOLLARS in cash.

ARTICLE VI

The Corporation shall have perpetual existence.

ARTICLE VII

The number of Directors shall be One. The number of Directors may be changed from time to time by action of the Board of Directors, but shall never be less than One (1) Director.

ARTICLE VIII

The name and post office address of the members of the Board of Directors and Officer who, subject to the By-Laws of this Corporation, shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified is:

RICHARD HOOKS
7770 Country Place
Winter Park, FL 32792

PRESIDENT/SECRETARY/TREASURER
DIRECTOR/VICE PRESIDENT

ARTICLE IX

The name and post office address of the Subscriber of these Articles of Incorporation and a statement of the number of shares he agrees to take, and the value of the consideration therefore, is as follows:

RICHARD HOOKS
7770 Country Place
Winter Park, FL 32792

500 shares @ \$1.00 per share

ARTICLE X

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.


IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of June, 1999.

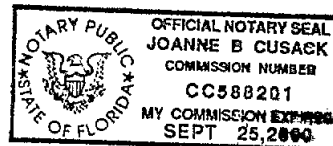

RICHARD HOOKS

STATE OF FLORIDA }
 SS:
COUNTY OF OSCEOLA }

I HEREBY CERTIFY that on this 25th day of June, 1999, before me personally appeared RICHARD HOOKS, Subscriber, who is personally known to me and who did take an oath and acknowledged before me that he executed the foregoing instrument freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 25th day of June, 1999.


NOTARY PUBLIC
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

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

Name of Corporation: LabourWorks, Inc.

Desiring to organize or qualify under the Laws of the State of Florida
with its principal place of business at:

City of Winter Park
State of Florida
County of Orange

Located at 7770 Country Place, Winter Park, FL 32792, has named
RICHARD HOOKS as its Registered Agent, to accept Service of Process
within the State of Florida.


RICHARD HOOKS

DATE: June 25, 1999

Having been named to accept Service of Process for the above stated
Corporation, at the place designed in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.


RICHARD HOOKS

DATE: June 25, 1999

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TALLAHASSEE, FLORIDA