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Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady LLP

August 4, 1999
P99000071689

VIA OVERNIGHT UPS

Florida Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee FL 32399

800002952888--4
-08/06/99-01073-003
*****70.00 *****70.00

RE: Brands@Work, Inc.

Dear Sir/Madam:

Enclosed for filing are the following documents submitted on behalf of the above corporation:

1. Original and one photocopy of Articles of Incorporation (with attached registered agent designation and acceptance).
2. Our check in the amount \$70 in payment of your filing fees.

Please return a file-stamped copy of the Articles of Incorporation to me. A postpaid envelope is provided for your convenience.

Very truly yours,

Susan Barker

Susan T. Barker
Legal Assistant

FILED
99 AUG -6 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Marta S. Levine, Esq. (w/encl)

ARTICLES OF INCORPORATION
OF
BRANDS@WORK, INC.

FILED
99 AUG -6 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Brands@Work, Inc.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the corporation is 100 Almeria Avenue, Suite 230, Coral Gables, Florida 33134, and the mailing address of the corporation is the same.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of one cent (\$.01) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE V
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

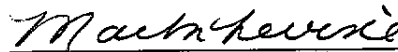
ARTICLE VI
Registered Office and Agent

The address of the initial registered office of the corporation is 222 Lakeview Avenue, Suite 400, West Palm Beach, Palm Beach County, Florida 33402-3188, and the name of its initial registered agent at such address is Florida-Lawdock, Inc.

ARTICLE VII
Incorporator

The name and address of the incorporator is Marta S. Levine, Quarles & Brady LLP, 411 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-4497.

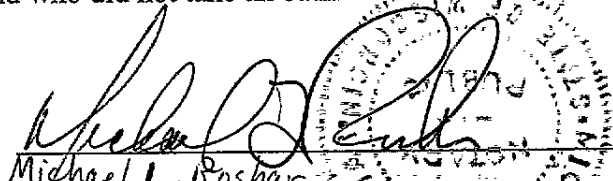
Executed this 7 day of August, 1999.



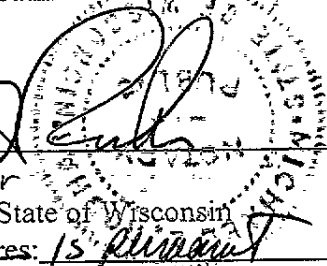
Marta S. Levine

STATE OF WISCONSIN)
) SS
COUNTY OF MILWAUKEE)

The foregoing instrument was acknowledged before me this 4th day of August, 1999, by Marta S. Levine, who is personally known to me and who did not take an oath.



Michael L. Rosnar
Title: Notary Public, State of Wisconsin
My commission expires: 12/31/2001



CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE FOR SERVICE OF PROCESS.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

1. That Brands@Work, Inc., desiring to organize under the laws of the State of Florida, has named Florida-Lawdock, Inc., located at 222 Lakeview Avenue, Suite 400, West Palm Beach, Palm Beach County, Florida 33402-3188, as its agent to accept service of process within Florida.

Marta Levine

Marta S. Levine, Incorporator

Dated: August 4, 1999

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

FLORIDA-LAWDOCK, INC., Registered Agent

By: *Susan T. Barker*

Susan T. Barker
Assistant Secretary

Dated: August 4, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA