

Followell Accounting Service & Taxes, Inc.  
3737 B Manatee Avenue West  
Bradenton, FL 34205  
(941) 748-8370

P99000076680

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

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-08/23/99--01100--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Workbench Inc.

Gentlemen:

Enclosed herewith please find two originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$122.50 for each corporation, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

TOTAL FEES \$122.50

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,



Vicky H. Followell  
Followell Accounting Service & Taxes Inc.  
3737 B Manatee Avenue West  
Bradenton, FL 34205

Enclosures

FILED  
99 AUG 23 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
**Workbench Inc.**

ARTICLE I - Name

The name of the corporation is: Workbench Inc.

ARTICLE II - Existence

This corporation shall commence existence upon receipt and filing of these articles.

ARTICLE III - Purpose

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, each having a par value of \$1.00. The stock will be classified as 1244 stock for Internal Revenue purposes.

ARTICLE V - Initial Registered Office and Agent

The address of the initial registered office of this corporation is 417 9th Avenue West; Palmetto, FL 34221 and the name of the initial registered agent of this corporation at that address is Joseph Synder.

ARTICLE VI - Initial Corporate Office

The address of the initial corporate office of this corporation is 417 9th Avenue West; Palmetto, FL 34221.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The name and address of the initial directors of this corporation are:

NAME	ADDRESS
Joseph Synder	417 9th Avenue West Palmetto, FL 34221

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ARTICLE VIII - Incorporator

The name and address of the person signing these Articles Of Incorporation is: Joseph Synder, 417 9th Avenue West; Palmetto, FL 34221.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE X - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

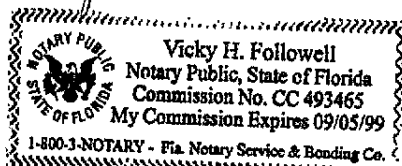
Joseph Synder  
Joseph Synder  
ny

STATE OF FLORIDA

COUNTY OF

Manatee

The foregoing instrument was acknowledged before me on this the 20 day of August, 1999.



Vicky H. Followell  
Notary Public

ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

Joseph Synder  
Joseph Synder  
ny

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TALLAHASSEE, FLORIDA