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WILLIAM JAMES DIETZ

Attorney at Law
800 North Highland Avenue
Orlando, Florida 32803

William James Dietz
Laura B. Turner
of Counsel

Telephone (407) 648-1430
Facsimile (407) 872-0869

March 29, 1996

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

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Re: Incorporation of CyberView USA, Inc.
File Number: Cyberview:WJD:032896

Dear Sir or Madam,

Enclosed please find an original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and cost for a certified copy. I have also enclosed a self addressed, stamped envelope to return the certified copy. Thank you for your assistance and please call our office at 1-800-826-0805 should you have any questions.

Sincerely,


William James Dietz

WJD:jw

enclosures

FILED
96 APR -1 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 8 1996

ARTICLES OF INCORPORATION
OF
CYBERVIEW USA, INC.

ARTICLE I CORPORATE NAME

The name of this corporation is CyberView USA, Inc

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 800 North Highland Avenue, Orlando, Florida 32803

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is two thousand (2000). The corporation will have only one class of shares

ARTICLE IV INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is William James Dietz , 800 North Highland Avenue, Orlando, Florida 32803

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is William James Dietz, 800 North Highland Avenue, Orlando, Florida 32803

ARTICLE VI DIRECTORS

This Corporation shall have three members on the Board of Directors. The Initial Board of Directors and their addresses are

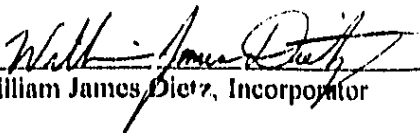
Gerald T. Varney	1556 Sunshine Tree Blvd , Longwood, Florida 32779
Monte B. Stimmel	8009 Rural Retreat Court, Orlando, Florida 32819
Hlene A. Grieshaber	200 South Banana River Blvd , #601, Cocoa Beach, Florida 32931

ARTICLE VII AMENDMENTS

Articles of Incorporation of Cyber View USA, Inc.
Page 2 of 2
March 29, 1996

These Articles may be amended by a favorable vote of sixty-seven percent (67%) percent of the Shareholders or Board of Directors.

The undersigned has executed these articles of incorporation on March 29, 1996.



William James Dietz, Incorporator

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is CyberView USA, Inc..
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is 800 North Highland Avenue, Orlando, Florida 32803.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: March 20, 1996


William James Dietz

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96 APR - 1 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA