

CLAUDETH J. HENRY, P.A.

ATTORNEY AND COUNSELOR AT LAW

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997000025815

March 12, 1997

Secretary of State
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

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-03/17/97--01081--002
****122.50 ****122.50

Re: APOCYBER ENTERPRISES, INC.

Gentlemen:

Enclosed please find Articles Of Incorporation for filing. Also, enclosed is my check in the amount of \$122.50 to cover the filing fees.

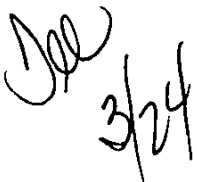
Should you have any question please do not hesitate to contact me.

Sincerely,


Claudeth Henry

Enclosures

APPROVED
AND
FILED
97 MAR 17 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



11 NORTH MAGNOLIA AVENUE • OCALA, FLORIDA 34475

ARTICLES OF INCORPORATION
OF
APOCYBER ENTERPRISES, INC.

APPROVED
AND
FILED
97 MAR 17 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: **APOCYBER ENTERPRISES, INC.** The corporation's principal office address is 1515 E. Silver Springs Blvd. Suite W. 136, Ocala, FL 34470 and the mailing address is PO Box 5552, Ocala, FL 34472-5552.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general purpose for which the corporation is organized are:

1. To engage in the advertising industries and related activities.
2. To engage in an any and all lawful business activity permitted under the laws of the United States and of the State of Florida, including but not by way of limitation, the lending and borrowing of money, with or without security therefor.
3. To make and enter into all contracts necessary and proper for the conduct of its business and businesses.
4. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other acts, thing or things, incidental or pertinent to, or connected with the business herein before described, or any part or parts thereof if not inconsistent with laws of the State of Florida.
5. In general this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for Profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue is 100 shares of common stock having a par value of \$1 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation by the Department of State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Hubert Seales
1515 E. Silver Springs Blvd.
Suite W 136
Ocala, FL 34475

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial directors of this Corporation and his street address is:

Hubert Seales
1515 E. Silver Springs Blvd.
Suite W 136
Ocala, FL 34475

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. OFFICERS

The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. Until the first meeting of the board of Directors or until its successors are elected and have qualified, the following shall be the officers of the Corporation:

President	Hubert Seales
Vice-President	Sandra Hart
Secretary	Hubert Seales
Treasurer	Hubert Seales

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stocks entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote their own. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 11th day of ~~February~~, 1997.

MARCH


Hubert Seales, President

STATE OF FLORIDA :
COUNTY OF MARION :

BEFORE ME, a Notary Public, personally appeared Hubert ³⁰⁹⁰ Seales, personally known to me or has provided FL0546030276 as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 11th day of March 1997.



Notary Public, State of Florida
at Large

My commission expires:

(SEAL)

CATHERINE S. FOX
Notary Public, State of Florida
My Comm. Expires Apr 5, 1998
No. CC 361562
Bonded thru Official Notary Service

Certificate Designating Place of Business
or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May be Served

APPROVED
AND
FILED
97 MAR 17 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes, the following is
submitted:

That **APOCYBER Enterprises Inc.**, desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at 1515 E. Silver
Springs Blvd. Suite W 136, Ocala, County of Marion, State of
Florida, has named **Hubert Seales**, located at 1515 E. Silver
Springs Blvd. Suite W 136, Ocala, County of Marion, State of
Florida, as its agent to accept service of process within this
state.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

To: State of Florida
Office of the Secretary of State

The undersigned having been designated as agent to accept
service of process for the above-named Corporation, at the place
designated in this certificate, does hereby accept the
appointment as such agent for the above named corporation and is
familiar with and accepts the duties and responsibilities as
Registered Agent for said corporation, and agrees to comply with
the provisions of Florida law relative to keeping the designated
office open.

In Witness Whereof, the name and seal of said Registered agent is
hereunto affixed at Marion County, Florida, this 11th Day of
~~February~~, 1997.

MARCH


Hubert Seales, Registered Agent