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Of Counsel

*** Also admitted in Texas**

May 11, 1999

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-05/13/99--01062--014
*****157.50 *****78.75

Via FedEx

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: New Filings

Re: Articles of Incorporation for: (1) Motobynet.com, Inc., a Florida corporation and (2)
Cybernet Holdings, Inc., a Florida corporation
Our files no. 9309.1001 & 1002

Dear Clerk:

Enclosed are two (2) document packages pertaining to the above referenced corporations, together with my remittance in the total sum of \$157.50 to cover cost of filing fees, registered agent designation and a certified copy for each corporation. Please return the certified copies of each Article of Incorporation to the undersigned in the FedEx self-addressed envelope provided herein.

Thank you for your prompt attention and cooperation in this matter.

Very truly yours,

SEILER & SAUTTER



C. Christian Sautter

encl

C:\My Documents\WPWIN\9309\articles cvltr.wpd

FILED
1999 MAY 13 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

St. Petersburg MAY 17 1999

ARTICLES OF INCORPORATION
OF
MOTOBYNET. COM, INC.

Article I

Name

The name of the corporation is: **MOTOBYNET. COM, INC.**

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

**2545 East Sunrise Boulevard
Suite 120
Fort Lauderdale, Florida 33304**

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1999 MAY 13 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V

Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of (\$0.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: **2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306**, and the name of the initial registered agent of this corporation at the address is: **C. Christian Sautter, Esq.**

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: Two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than two (2). The name and address of the initial directors of this corporation are:

Richard Laurin	2545 East Sunrise Boulevard Suite 120 Fort Lauderdale, Florida 33304
Michael Newton	2930 Medinah Weston, Florida 33332

Article VIII

Incorporator

The name and address of the person signing these Articles is:

C. Christian Sautter, Esq.	2900 East Oakland Park Boulevard Suite 200 Fort Lauderdale, Florida 33306
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Article IX

Powers

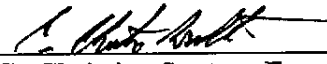
This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 12, 1999.



C. Christian Sautter, Esq., Incorporator

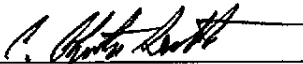
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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: **MOTOBYNET.COM, INC.**
2. The name and address of the registered agent and office is:

C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



C. Christian Sautter, Esq.

Date: May 12, 1999