



MARK R. DOLAN, P.A.

ATTORNEY AND COUNSELOR AT LAW
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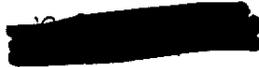


L9900001083

February 9, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Cyber Holdings, L. L. C.



To whom it may concern:

FILED
99 FEB 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find our check payable to the Secretary of State in the amount of \$285.00 and an original and copy of the following for Cyber Holdings, L.C.:

1. Articles of Organization
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent/Registered Office

Please file these with the office of the Secretary of State, and return a copy of same together with a certificate of status. Should you have any questions in this regard, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

Mark R. Dolan

400002773354--8
-02/11/99--01084--010
***285.00 ***285.00

L99-1083

Name	[Signature]
Availability	[Signature]
Document Examiner	[Signature]
Updater	[Signature]
Updater Verifier	[Signature]
Acknowledgment	[Signature]
W. P. Verifier	[Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 17, 1999

MARK R. DOLAN, P.A.
112 EAST STREET, SUITE B
TAMPA, FL 33602

SUBJECT: CYBER HOLDINGS, LLC
Ref. Number: W99000003405

We have received your document for CYBER HOLDINGS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 099A00007076

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, FL 32301
 (850) 681-6528

HOLD
FOR PICKUP BY
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OFFICE USE ONLY (Document #)

722554

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Cyber Holdings LLC

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time _____

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCUMENTS

RUSH

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>LLC</u>

RECEIVED
 99 FEB 25 PM 4:42
 DIVISION OF CORPORATION

Ordered By: _____

Date: _____

**ARTICLES OF ORGANIZATION OF
CYBER HOLDINGS, L. L. C.**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is CYBER HOLDINGS, L. L. C.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is c/o 112 East Street, Suite B, Tampa, Florida 33602.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Mark R. Dolan. The address of Company's registered office in Florida is 112 East Street, Suite B, Tampa, Florida 33602.

**ARTICLE V
Management**

The Company is to be managed by the members. Each managing member is identified as follows:

Web Advertising Group, Inc.
C/O 112 East Street, Suite B
Tampa, Florida 33602

Star Quest Media, Inc.
1008 West Hallandale Beach Boulevard
Hallandale, Florida 33009

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JPC

ARTICLE VI
Admission of New Members

Members of the Company have the right to admit new members only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII
Continuation of Business

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company as provided in the Cyber Holdings, L. L. C., Regulations.

ARTICLE VIII

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization the day and year set out adjacent to each of our signatures.



Web Advertising Group, Inc.
By Mark R. Dolan, President

2/18/99
Date



Star Quest Media, Inc.
By Thomas P. Cartwright, President

2/23/99
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JRC

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CYBER HOLDINGS, L.L.C., deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is \$1,000.00 each, for a total of 2,000.00.
- (3) If any, the agreed value of property other than cash contributed by members is \$ NONE.
- (4) The total amount of cash or property anticipated to be contributed by members is \$2,000.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

Mark R. Dolan
Web Advertising Group, Inc.
By Mark R. Dolan, President

2/18/99
Date

Thomas P. Cartwright
Star Quest Media, Inc.
By Thomas P. Cartwright, President

2/23/99
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is CYBER HOLDINGS, L. L. C.
2. The name and address of the registered agent and office is: MARK R. DOLAN, 112 EAST STREET, SUITE B, TAMPA, FLORIDA 33602.

Having been named as registered agent and to accept service of process for the above-named limited liability company 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.



Mark R. Dolan

2/24/99
Date

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TALLAHASSEE, FLORIDA