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FLORIDA PROFIT CORPORATION OR P.A.

CYBEAR ACQUISITION CORP.

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**ARTICLES OF INCORPORATION
OF
CYBEAR ACQUISITION CORP.**

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is Cybear Acquisition Corp. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 4001 Southwest 47th Avenue, Suite 401, Fort Lauderdale, Florida 33314.
- THIRD: The Corporation is authorized to issue One Hundred (100) shares of common stock, par value \$0.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the name of the registered agent is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Alberto de Cardenas, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

[SIGNATURE ON THE FOLLOWING PAGE]

THIS DOCUMENT PREPARED BY:
ALBERTO DE CARDENAS, ESQ.
BROAD AND CASSEL
FL BAR NO. 102652
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of March, 2000.



Alberto de Cardenas, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES,
INC., a Florida corporation**

By: 
Anna Salgado, Vice President

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