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Law Offices of

UPCHURCH & ESPOSITO, P.A.

1510 NORTH PONCE de LEON BLVD.

Please reply to:
POST OFFICE BOX 3956
SAINT AUGUSTINE, FLORIDA 32085-3956

H. DAVIS UPCHURCH, JR.
also admitted State Bar of Georgia

CHARLES A. ESPOSITO
also admitted New York Bar

TELEPHONE
(904) 825-1990

TELECOPIER
(904) 824-4213

May 1, 2000

Florida Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

2000 MAY 24 PM 2:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Cyber Strategies, Inc.

300003265388-1
-05/24/00--01071--004
****122.50 *****78.75

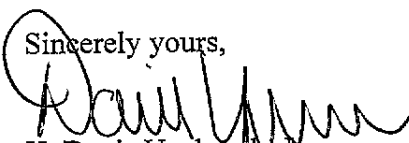
Dear Sir/Madam:

I enclose herewith Articles of Incorporation of the above-named newly formed corporation. Please file the same and furnish me a certified copy.

You will note that Article X of the Articles of Incorporation sets out the name and address of the Registered Agent of the corporation.

Likewise enclosed is my check payable to the Secretary of State in the amount of \$122.50, which I estimate to be sufficient to cover the charges for filing fee (\$35.00), Registered Agent's fee (\$35.00) and certified copy of the charter document (\$52.50). If there is any additional charge please advise and I will be happy to remit same.

Sincerely yours,


H. Davis Upchurch, Jr.

enclosures
cc: Mr. Brian Money

HDU/dmm

OR 4/2

FILED

2000 MAY 24 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument was prepared by:

H. Davis Upchurch Jr., Esq.

Upchurch & Esposito P.A.

1510 N. Ponce de Leon Blvd.

St. Augustine, Florida 32085

Telephone (904) 825-1990

**ARTICLES OF INCORPORATION
OF
CYBER STRATEGIES, INC.**

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607 (1999), does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is CYBER STRATEGIES, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is Internet Advertising and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock at par value of one dollar (\$1.00) per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than five hundred dollars (\$500.00).

ARTICLE V

Effective Date

The effective date of incorporation shall be upon filing with Secretary of State.

ARTICLE VI
Term of Existence

This corporation is to exist perpetually.

ARTICLE VII
Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the shareholders, but shall never be less than two (2) nor more than five (5).

ARTICLE VIII
Initial Directors and Officers

The name and residence and post office address of each member of the first Board of Directors and the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>Brian Money</u>	<u>3645 Crazy Horse Trail</u> <u>St. Augustine, Fl 32086</u>	<u>President</u>
<u>Suzanna Pavelle</u>	<u>3645 Crazy Horse Trail</u> <u>St. Augustine, Fl 32086</u>	<u>Secretary</u>

ARTICLE IX
Subscribers

The name and address of the subscriber to these Articles of Incorporation is: Brian Money, 3645 Crazy Horse Trail, Saint Augustine, Florida, 32086.

ARTICLE X
Preemptive Rights

The corporation elects to have the preemptive rights in accordance with its shareholders as defined in Florida Statutes 607.0630 (1999).

ARTICLE XI
Principal Office and Registered Agent

The street address of the principle office of the corporation is 3645 Crazy Horse Trail, Saint Augustine, Florida, 32086, and the name and address of the registered agent for the service of process is H. Davis Upchurch, Jr., Esq., Upchurch & Esposito, P.A., 1510 N. Ponce de Leon, Saint Augustine, Florida, 32084.

ARTICLE XII
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 shareholders, and approved at a shareholder meeting by a majority of the stock entitled to vote thereon.

Brian Money
Brian Money

STATE OF FLORIDA
COUNTY OF SAINT JOHNS

The foregoing instrument was acknowledged before me this 4th day of May, 2000, by BRIAN MONEY. Such person(s) did not take an oath and _____ is/are personally known to me; ✓ produced a current Florida driver's license as identification; _____ produced _____ as identification.

Edith M. Murphy
Notary Public Signature

EDITH M. MURPHY
Name of Notary

My commission expires:

{Seal}

OFFICIAL NOTARY SEAL EDITH M MURPHY NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC609088 MY COMMISSION EXP. DEC. 18, 2000

FILED

2000 MAY 24 PM 2:40

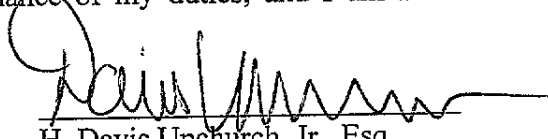
**Designation of Registered Office
and Registered Agent**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sec. 607.0501 Fla.Stat.(1999), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent for service of process in the State of Florida.

1. The name of the corporation is CYBER STRATEGIES.
2. The name and address of the registered agent and office is: H. Davis Upchurch, Jr., Esq., Upchurch & Esposito, P.A., 1510 N. Ponce de Leon Blvd., Saint Augustine, Florida, 32085.

Having been named as Registered Agent for the service of process for the above name corporation at the above stated address, I hereby accept the appointment and agree to faithfully perform my duties. I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations as Registered Agent.


H. Davis Upchurch, Jr., Esq.

5-18-00
Date