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Alexander Reus,
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August 29, 2000

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

Re: CYBIZ PARTNERS, INC.
Our File No: C20774/70269

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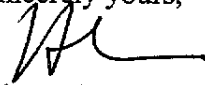
Dear Sir or Madam:

Enclosed please the Articles of Incorporation for the above-referenced Corporation, along with an additional copy of said Articles, for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a certified copy as well as a filing receipt. The appropriate fee in the amount of \$87.50 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,


Alexander Reus
FOR THE FIRM

AR/amf
Enclosures
251014_1.DOC

FILED
00 SEP 15 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
CYBIZ PARTNERS, INC.**

FILED
00 SEP 15 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is:

CyBiz Partners, Inc.

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
STOCK**

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 1627 Brickell Avenue, Suite 607, Miami, Florida 33129; and the name of the initial registered agent at that address is STEPHEN CANNON.

**ARTICLE V
DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Stephen Cannon
1627 Brickell Avenue, Suite 607
Miami, Florida 33129

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Stephen Cannon, 1627 Brickell Avenue, Suite 607, Miami, Florida 33129.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 1627 Brickell Avenue, Suite 607, Miami, Florida 33129.

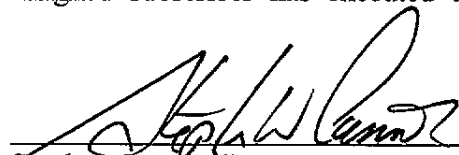
**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of August, 2000.



Stephen Cannon, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



STEPHEN CANNON