



ACCOUNT NO. : 072100000032

REFERENCE : 852682 3487A

AUTHORIZATION : *Patricia Pujato*

COST LIMIT : \$ 78.75

ORDER DATE : October 4, 2000

ORDER TIME : 10:21 AM

ORDER NO. : 852682-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne
Icard Merrill Cullis Timm
Furen & Ginsburg, Pa
Suite 600
2033 Main Street
Sarasota, FL 34237

FILED
CLERK OF SUPERIOR COURT
IN THE DISTRICT OF COLUMBIA
00 OCT -4 PM 1:18

DOMESTIC FILING

NAME: CYBERQUEST PARTNERS, INC.

EFFECTIVE DATE: 100003413681--1

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

gn 10/4/00

RECEIVED
OCT -4 AM 11:44
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

CYBERQUEST PARTNERS, INC.

FILED
CLERK OF STATE
OFFICE OF CORPORATIONS

00 OCT -14 PM 1:18

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

ARTICLE I - NAME

The name of the corporation ("Corporation") is CyberQuest Partners, Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 330 South Pineapple Avenue, 2nd Floor, Sarasota, FL 34236.

ARTICLE V - CAPITAL STOCK

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick, Esq.

ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of one (1) member(s). The name(s) and address(es) of the person(s) who will serve on the initial Board of Directors is/are:

Name

Address

Mark E. Gray

1885 Bougainvillea Street
Sarasota, FL 34239

ARTICLE VIII - INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

Name

Address

Bruce P. Chapnick, Esq.

2033 Main Street, Suite 600
Sarasota, FL 34237

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of October, 2000.


Bruce P. Chapnick, Incorporator

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
CORPORATIONS

00 OCT -4 PM 1:18

Having been named to accept service of process for CyberQuest Partners, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.


Bruce P. Chapnick, Registered Agent
Date: October 3, 2000

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