

P00000100385

DAVID E. EVERINGHAM  
6406 E. FOWLER AVE., SUITE C  
TAMPA, FL 33617  
(813) 935-7766 fax (813) 985-7341

100003438271--2  
-10/24/00-01105-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

To whom it may concern,

Ref: filing Articles of Incorporation

Thank you in advance for your assistance in this matter. If there are any questions pertaining to the submitted paper work please call or fax to the above phone numbers.

Please find enclosed:

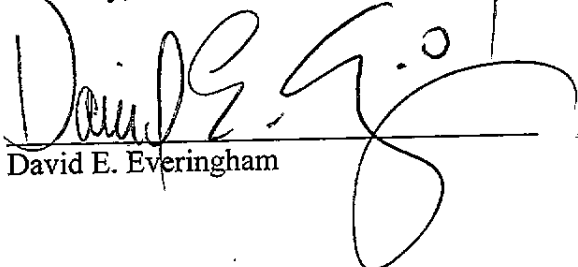
1. Articles of Incorporation for Global Cybercast, Inc. a corporation for profit.
2. Check for 78.75 to cover expenses of:

a. Filing Fees.....	\$35.00
b. Reg. Agent.....	\$35.00
c. Cert. Copy.....	\$ 8.75
Total	\$78.75

3. Express mail return envelope, pre-addressed with postage.

Thank you,

Sincerely,

  
David E. Everingham

FILED  
00 OCT 24 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch OCT 25 2000

FILED  
00 OCT 24 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GLOBAL CYBERCAST, INC.**

**ARTICLE I --NAME**

The name of this corporation is **GLOBAL CYBERCAST, INC.**

**ARTICLE II--DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III--PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

**ARTICLE IV—CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) Par value common stock, which shall be designated as "Common Shares".

**ARTICLE V—PRE-EMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 6406 E. Fowler Ave., Suite C; Tampa, FL 33617 and the name of the initial registered agent of this corporation at that address is David E. Everingham.

**ARTICLE VII—INITIAL BOARD OF DIRECTORS**

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from the time to time by the bylaws; however, there shall never be less than one Director or more than five. The name and address of the initial Board of Directors of the corporation is;

**DAVID E. EVERINGHAM**  
**GLOBAL CYBERCAST, INC.**  
**6406 E. FOWLER AVE., SUITE C**  
**TAMPA, FL 33617**

### **ARTICLE VIII—INCORPORATORS**

The name and address of the Incorporator signing these articles is: David E. Everingham, 6406 E. Fowler Ave., Suite C; Tampa, FL 33617

### **ARTICLE IX—INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or former director, to the full extent permitted by law.

### **ARTICLE X—AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporation has these Articles of Incorporation on the 17<sup>th</sup> day of October, 2000.

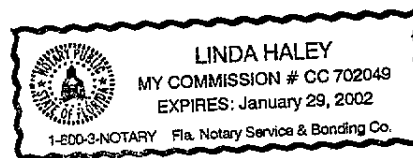
  
David E. Everingham  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appears David E. Everingham, known to be and known by me to be the person the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 17<sup>th</sup> day of October, 2000.

  
NOTARY PUBLIC, State of Florida

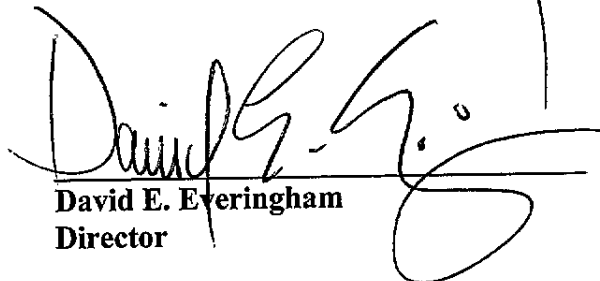


**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHO PROCESS MAY BE SERVED**

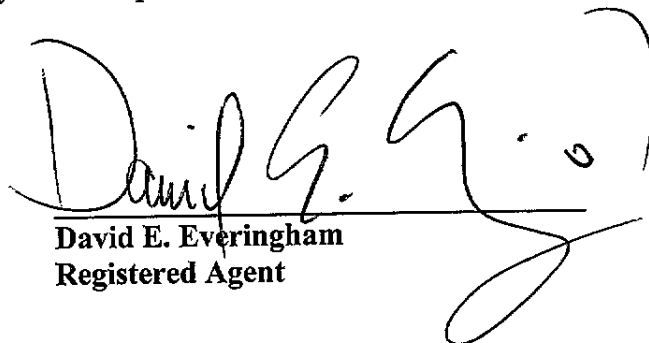
In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted.

FIRST that GLOBAL CYBERCAST, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6406 Fowler Ave., Suite C, Tampa, FL 33617 has named David E. Everingham whose address is (the same as above) as its agent to accept service process within Florida.

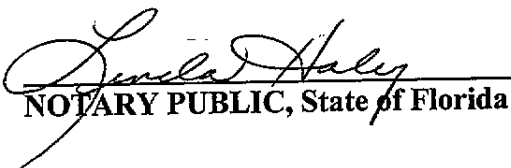
DATED: October 17<sup>th</sup>, 2000.

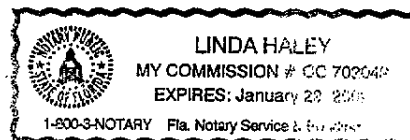
  
David E. Everingham  
Director

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper performance of my duties.

  
David E. Everingham  
Registered Agent

IN WITNESS WHEREOF, I have set my hand and seal in the State and Count above, this 17<sup>th</sup> day of October, 2000.

  
NOTARY PUBLIC, State of Florida



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 24 PM 12:15

FILED