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Guillama Family Holdings, Inc.

460 G Business Park Way
Royal Palm Beach, Florida 33411
561.798.9800
Fax 561.798.0404
noel@guillama.com

Noel J. Guillama
President

February 26, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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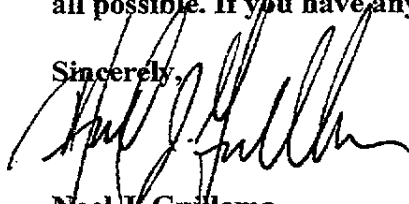
Dear Sir or Madam:

Enclosed please find the articles of incorporation of Cybernaptic, Inc. and Cybernaptic Systems, Inc. We have also enclosed for each Corporation:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75
TOTAL	\$ 78.75

I would like to respectfully request that the filing be effective February 26, 2001 if at all possible. If you have any questions please contact us at the numbers listed above.

Sincerely,



Noel J. Guillama
President

FILED
01 FEB 26 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Done
2/27/01
52

ARTICLES OF INCORPORATION
OF
CYBERNAPTIC SYSTEMS, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
NAME

The name of the Corporation shall be **CYBERNAPTIC SYSTEMS, Inc.** The principal place of business shall be 460 G BUSINESS PKWY, ROYAL PALM BEACH FL 33411

ARTICLE II.
NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, nation or planet.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time shall be one hundred million (100,000,000) shares which are to be divided in two classes as follows:

Ninety million (90,000,000) shares of Common Stock, \$0.001 par value per share and ten million (10,000,000) shares of Preferred Stock having a par value of \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE IV.
ADDRESS

The street address of the Corporation is 460 G BUSINESS PKWY, ROYAL PALM BEACH FL 33411



ARTICLE V.
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI.
DIRECTORS

This Corporation shall have one Director initially. Additional directors will be able to be named by the first and subsequent Board of Directors in compliance the Corporation's by laws. The names and address of the initial member of the Board of Directors is:

Noel J. Guillama 460 G BUSINESS PKWY, ROYAL PALM BEACH FL 33411

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is

Noel J. Guillama
460 G BUSINESS PKWY
ROYAL PALM BEACH FL 33411

ARTICLE VIII.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 460 G BUSINESS PKWY, ROYAL PALM BEACH FL 33411, and the name of the initial registered agent of this Corporation at that address is: Noel J. Guillama.

ARTICLE IX.
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

A handwritten signature in black ink, appearing to be 'Noel J. Guillama', is located in the bottom right corner of the document.

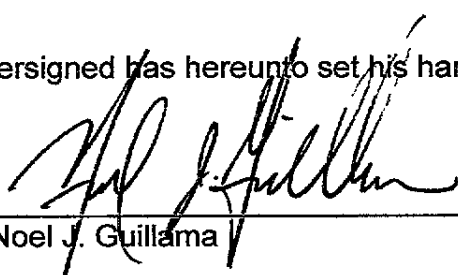
ARTICLE X.
LIMITATIONS ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE XI.
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of February 2001.



Noel J. Guillama

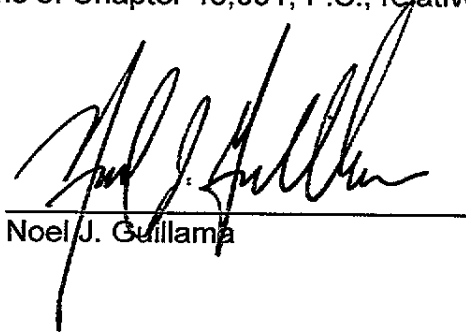
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

CYBERNAPTIC SYSTEMS, Inc., desiring to organize under the laws of the State of
Florida with its principal street address, as indicated in the Articles of Incorporation, in
Royal Palm Beach, County of Palm Beach, State of Florida, has named Noel J.
Guillama, 460 G BUSINESS PKWY, ROYAL PALM BEACH FL 33411, as its agent to
accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at
the place designated in this Certificate, I hereby am familiar with and accept the duties
and responsibilities as registered agent for CYBERNAPTIC SYSTEMS, Inc., and I
agree to comply with the provisions of Chapter 48,091, F.S., relative to keeping open
said office.


Noel J. Guillama

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SECRETARY OF STATE
TALLAHASSEE FLORIDA