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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-05/09/01--01057--017

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BYTES & BEYOND INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

PH
5/9/01

01 MAY -9 PM 3:49
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY -9 AM 10:07
DIVISION OF CORPORATION

FILED

FILED

01 MAY -9 PM 3:49

ARTICLES OF INCORPORATION
of

BYTES & BEYOND INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(name of corporation)

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

ARTICLE I -CORPORATE NAME

The name of the corporation is:

BYTES & BEYOND INC.

ARTICLE II-DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III-PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United State and the State of Florida.

ARTICLE IV-CAPITAL STOCK

The corporation is authorized to issue One Thousand shares(1000)of One.....
Dollar(s) (\$ 1.00)per value Common Stock, which shall be designated "Common Shares

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is :

NAME : WILLIS PILARTE

ADDRESS 9771 NW 24th STREET

CITY : SUNRISE STATE: FLORIDA ZIP 33322

The name and street address of the Initial Registered Agent of this Corporation is:

NAME : WILLIS PILARTE

ADDRESS: 9771 NW 24th STREET.

CITY : SUNRISE STATE: FLORIDA ZIP 33322

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have ~~Two~~ (2)directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one(1). The names and address of the initial director(s) of the corporation are as follows:

NAME : BEATRICE PILARTE TITLE : PRESIDENT & SECRETARY

ADDRESS: 9771 NW 24th STREET

CITY: SUNRISE STATE: FLORIDA ZIP: 33322

NAME: WILLIS PILARTE TITLE: VICE-PRESIDENT & TREASURY

ADDRESS: 9771 NW 24th STREET

CITY: SUNRISE STATE: FLORIDA ZIP: 33322

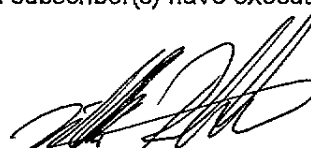
ARTICLE VII - INCORPORATORS


The names and address of the incorporators signing these Articles of Incorporation are as follows:

NAME : Beatrice Pilarte
ADDRESS: 9771 NW 24th Street
CITY : Sunrise
NAME: Willis Pilarte
ADDRESS: 9771 NW 24TH Street
CITY: Sunrise

TITLE : President & Secretary
STATE: Florida ZIP: 33322
TITLE : Vice-President & Treasury
STATE: Florida ZIP: 33322

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7 Day of May , 2001


_____(Seal)
Willis Pilarte


_____(Seal)
Beatrice Pilarte

STATE OF FLORIDA

SS

COUNTY OF DADE

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Willis Pilarte and Beatrice Pilarte Known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that executed these Articles of Incorporation.

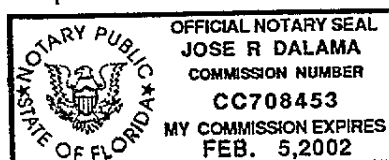
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 7 day of May , 2001

(Notary Seal)



(Notary Public, State of Florida at Large)

My Commission expires:



FILED

01 MAY -9 PM 3:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

BYTES & BEYOND INC.

(Name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

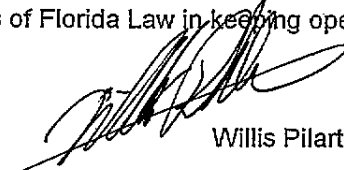
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at :
Sunrise, FL.

has named : WILLIS PILARTE
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in jthis capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.



Willis Pilarte

(registered agent)