

PO1000073262

NEIL J MORNICK, C.P.A.
CERTIFIED PUBLIC ACCOUNTANT
Kendall Summit Executive Centre, #204
11440 N Kendall Drive
Miami, FL 33176
Tel. (305) 598-2224
Fax. (305) 598-2226

July 24, 2001

Miss Bobbie Cox
Florida Dept of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600004495796--1
-07/25/01--01077--005
*****78.75 *****78.75

Re: MJ Cyber Partners, Inc.

Dear Miss Cox:

This refers to your telephone conversation of yesterday and today with Kathy Kwok from my office.

Enclosed please find my check No. 7509 for \$78.75 being fees to incorporate the above mentioned corporation. I understand also that taxpayer had sent you also papers from the IRS. Please return them to me as they were to be sent to the IRS. My apologies for the inconvenience caused.

Thank you very much for your help.

Sincerely,

Neil J Mornick

Neil J. Mornick, CPA

NJM/kk
Enc.

cc: Client

FILED
2001 JUL 25 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MJ CYBER PARTNERS, INC.

ARTICLE I

The name of this corporation is:

MJ CYBER PARTNERS, INC.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (1.00) par value, common stock.

ARTICLE V

The street address of the initial principal office of corporation is 1533 N E 131 Lane, Miami, FL 33161 and the name of the initial registered agent of the corporation at that address is Michael Ardner.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Michael Ardner
1533 N E 131 Lane
Miami, FL 33161

FILED
2001 JUL 25 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is: Michael Ardner
1533 N E 131 Lane
Miami, FL 33161

ARTICLE VIII

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

ARTICLE IX

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 the shareholders is subject to this reservation.

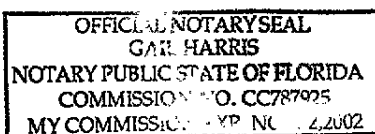
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of July, 2001.

Michael Ardner

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared Michael Ardner, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and officer seal at Miami, Miami-Dade County, Florida, this 17th day of July, 2001.



Gar Harris
Notary Public
State of Florida at Large

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That MJ CYBER PARTNERS, INC.

desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the Articles of
Incorporation at City of Miami County of Miami-Dade State of
FLORIDA has named Michael Ardner located at 1533 N E 131 Lane
Miami, FL 33161

City of Miami County of Miami-Dade State of FLORIDA, as its
agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

BY X

Michael Ardner
(Resident Agent)

FILED
2001 JUL 25 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA