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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : CONLEY & DORMAN, CHARTERED

Account Number : I20000000181

Phone : (941)748-8778

Fax Number : (941)745-2572

FLORIDA PROFIT CORPORATION OR P.A.

CYBER BREW AN' INTERNET CAFE & GIFT SHOP, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
CYBER BREW AN' INTERNET CAFÉ & GIFT SHOP, INC.

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed her signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: CYBER BREW AN' INTERNET CAFÉ & GIFT SHOP, INC.

ARTICLE II - DURATION

This corporation will have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To own and operate restaurants, cafés and gift shops;
2. To provide computer services and Internet access to the public;
3. To design, manufacture, market, distribute and sell gift items, stationery, computer software and related equipment;
4. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, commodities or any other type of investment;

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5. To purchase, acquire, sell and otherwise dispose of, deal in and deal with real, personal and intangible property of all kinds, including patents, copyrights, trademarks, business concerns and undertakings;
6. To transact and any all lawful business; and
7. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either along or in association with other corporations, firms or individual to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of the attainments of the objects or furtherance of such purposes or objects of this professional corporation.

The several clauses contained in this statement of purposes will be construed as both purposes and powers. The statements contained in each clause will, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause but will be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock with no par value.

ARTICLE V - SHARE TRANSFER RESTRICTIONS

No present or future shareholder, nor any executor, administrator, or personal representative of any shareholder's estate, shall transfer or dispose of any shares of the corporation now owned or hereafter acquired, except as follows:

1. Any shareholder who desires to sell any or all of his or her shares must first offer in writing the shares to the corporation at the same price

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and on the same terms as they would be offered to a third person pursuant to a bona fide written offer to purchase that is acceptable to the shareholder. For thirty (30) days after receipt of the written offer, the corporation will have the option to accept the offer.

2. If the corporation fails to accept the offer within that time period, the corporation's option will terminate, and the offer will then be deemed to be made to the shareholders then holding an interest in the corporation. Those shareholders shall have the option to purchase all or part of those shares for thirty (30) days after termination of the corporation's option at the same price and on the same terms as offered to the corporation.
3. If more than one shareholder holds interest in the corporation, the shareholders may exercise the option in any proportions between themselves as they may agree. In the event the shareholders do not agree, then each of them who wishes to purchase shares will have the right to purchase a portion of the shares corresponding to a fraction of which the numerator is the number of shares then owned by the shareholder and the denominator is the total number shares owned by those shareholders wishing to purchase shares. None of those shareholders will have the right to purchase any of the shares offered for sale under this thirty (30) day option unless all of the shares offered for sale are purchased, pursuant to the option, by one or more of those shareholders.
4. If the option is not exercised within the thirty (30) day period, then the selling shareholder will have the right, for a period ending on the sixtieth (60th) day, to sell the shares to any purchaser in the same quantity, at the same price and on the same terms as were offered to the corporation and the shareholders holding an interest in the corporation. Upon the expiration of the sixty (60) day period, all of the restrictions of the imposed by this section will apply to all of the shares then owned by the shareholder.
5. To accept an offer, the offeree must give written notice of acceptance to the offeror in person or by depositing the notice in the United States Mail, first class postage prepaid, addressed to the offeror at the address given in the offer.

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These Share Transfer Restrictions do not prohibit or restrict the transfer of shares from a Shareholder to his/her spouse or lineal descendants, whether by gift, bequest, devise or otherwise.

Each share certificate will contain a legend on its face in substantially the following form:

THE SHARES REPRESENTED BY THIS CERTIFICATE AND ANY TRANSFER THEREOF ARE SUBJECT TO TRANSFER RESTRICTIONS WHICH PROHIBIT THEIR TRANSFER TO ANYONE OTHER THAN THE SHAREHOLDER'S SPOUSE OR LINEAL DESCENDANTS UNLESS THEY ARE FIRST OFFERED TO THE CORPORATION AND, IF NOT REPURCHASED BY THE CORPORATION, THEN TO THE REMAINING SHAREHOLDERS. THE TERMS AND PROVISIONS OF THIS AGREEMENT ARE CONTAINED IN THE ARTICLES OF THE CORPORATION AND ARE AVAILABLE FOR INSPECTION BY THE HOLDER OF THIS CERTIFICATE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 110 34th Street West, Bradenton, Florida 34210; and the name and address of the initial registered office and agent of this corporation is: LORI M. DORMAN, ESQ., Conley & Dorman, Chtd., 2401 Manatee Avenue W, Bradenton, Florida 34205.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). This corporation is authorized to have three (3) directors at any one time. The name and address of the initial directors of this corporation are:

DREMA C. PARKS
4807 27th Street W
Bradenton, Florida 34209

TILLIE LAMBERT
4807 27th Street W
Bradenton, Florida 34209

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The officers of this corporation shall be a president, who shall be a director of the corporation, a secretary-treasurer and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors.

ARTICLE VIII - INCORPORATORS

The names and addresses of the signors of these Articles of Incorporation are:

DREMA C. PARKS
4807 27TH Street W
Bradenton, Florida 34209

TILLIE LAMBERT
4807 27TH Street W
Bradenton, Florida 34209

ARTICLE IX - AMENDMENT

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.

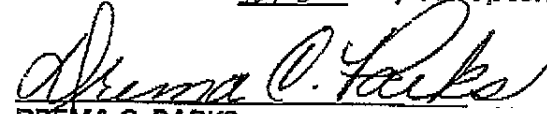
ARTICLE X - INDEMNIFICATION

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

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 28 day of September, 2001.


DREMA C. PARKS


TILLIE LAMBERT

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28th day of September, 2001, by DREMA C. PARKS and TILLIE LAMBERT, who are personally known to me or who have produced their Florida driver's licenses as identification and who did/did not take an oath.


Notary Public



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
AND NAMING AGENT FOR SERVICE OF PROCESS
WITHIN THIS STATE**

In accord with the Laws of the State of Florida and Section 48.091, Fla. Stat. Ann., the following is submitted:

CYBER BREW AN' INTERNET CAFÉ & GIFT SHOP, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation located in Bradenton, County of Manatee, State of Florida, has named LORI M. DORMAN, ESQ., of Conley & Dorman, Chtd., 2401 Manatee Avenue W, Bradenton, County of Manatee, Florida 34205, as its agent to accept service of process within said State.

**ACKNOWLEDGMENT
(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.



LORI M. DORMAN
Conley & Dorman, Chtd.

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