

P02000055569

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

EFFECTIVE DATE
5-17-02

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5/20/02 Alinda

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Article

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

1.) Cyberstarz Network, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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02 MAY 20 AM 10:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

Handwritten signature

**ARTICLES OF INCORPORATION
OF
CYBERSTARZ NETWORK, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is CYBERSTARZ NETWORK, INC.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

This Corporation shall be authorized to conduct any lawful business under the laws of the State of Florida.

ARTICLE IV

The street address of the principal office of the Corporation is: 200 South Indian River Drive, Suite 310, Ft. Pierce, Florida 34950.

ARTICLE V

This Corporation is authorized to issues Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE VI

The initial street address of the Corporation's office is: 200 South Indian River Drive, Suite 310, Ft. Pierce, FL 34950. The initial registered agent for the Corporation at that address is: Albert J. Gamot, Jr., Esquire, 315 5th Street, West Palm Beach, FL 33401.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors is:

NAME	ADDRESS
Ronald B. Elliott, President & Secretary	3132 S.E. 28 th Street Okeechobee, FL 34972
Edwin L. Turner, Vice President & Treasurer	522 East Main Franklin, NC 28734

ARTICLE VIII

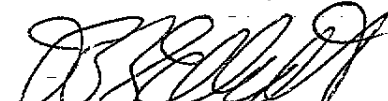
The names and street addresses of the persons signing these articles of incorporation is:

NAME	ADDRESS
Ronald B. Elliott	3132 S.E. 28 th Street Okeechobee, FL 34972

ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

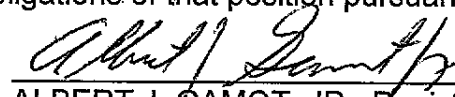
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of May, 2002.



Ronald B. Elliott, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Cyberstarz Network, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



ALBERT J. GAMOT, JR., Registered Agent

Date: May 16, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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