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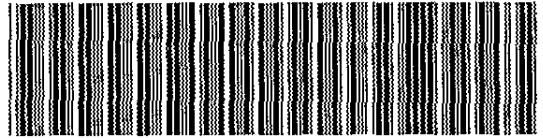
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DIVISION OF CORPORATION

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7



ACCOUNT NO. : 072100000032

REFERENCE : 899391 9666A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : January 20, 2003

ORDER TIME : 10:25 AM

ORDER NO. : 899391-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
Gray, Ackerman & Haines, P.a.

Suite 1
125 Ne First Avenue
Ocala, FL 34470-6675

DOMESTIC FILING

NAME: CYBER GRIND, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

FILED

2003 JUN 21 AM 9:23

STATE
CLERK
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CYBER GRIND, INC.

The undersigned incorporator executes and adopts the following Articles of Incorporation for the Corporation:

ARTICLE 1.

- 1.1 **Name and Address.** The name of the Corporation is **CYBER GRIND, INC.**, and the mailing address of the Corporation is 3562 SW 24th Avenue Road, Ocala, FL 34474. The address of the Corporation's principal office is 3562 SW 24th Avenue Road, Ocala, FL 34474.

ARTICLE 2.

- 2.1 **Duration.** The period of duration of the Corporation is perpetual.

ARTICLE 3.

- 3.1 **Purpose.** The purpose of the Corporation is to lease or own real property and operate retail businesses including, but not limited to, coffee shops and restaurants, and all other purposes permitted by law.
- 3.2 **Corporate Powers.** The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.
- 3.3 **Authority of Directors.** The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLES OF INCORPORATION
FOR
CYBER GRIND, INC.

Page 2 of 5

ARTICLE 4.

- 4.1 Stock Certificates.** Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.
- 4.2 Number of Authorized Shares.** The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.
- 4.3 Pre-Emptive Right.** The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.
- 4.4 Shares in Classes.** The shares of the Corporation may, upon vote of the Board of Directors, be divided into voting and non-voting shares. Otherwise, there will be no classes of shares of the Corporation.

ARTICLE 5.

- 5.1 Cumulative Voting.** At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLES OF INCORPORATION
FOR
CYBER GRIND, INC.

Page 3 of 5

ARTICLE 6.

- 6.1 Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.
- 6.2 Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.
- 6.3 Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.
- 6.4 Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.
- 6.5 Amendment of Articles of Incorporation.** The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLES OF INCORPORATION
FOR
CYBER GRIND, INC.

Page 4 of 5

ARTICLE 7.

- 7.1 **Organizing Director.** The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

Name

Brian Trochermann

Address

3562 SW 24th Avenue Road, Ocala, FL 34474

ARTICLE 8.

- 8.1 **Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is Brian Trochermann whose mailing address is 3562 SW 24th Avenue Road, Ocala, FL 34474.

ARTICLE 9.

- 9.1 **Incorporator.** The name and address of the person signing these Articles is Brian Trochermann, whose mailing address is 3562 SW 24th Avenue Road, Ocala, FL 34474.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 17th day of January, 2003.


BRIAN TROCHELMANN

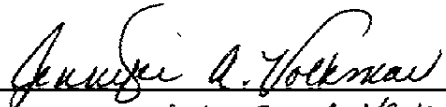
ARTICLES OF INCORPORATION
FOR
CYBER GRIND, INC.

Page 5 of 5

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared BRIAN TROCHELMANN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 17th day of January, 2003.


Print Name: JENNIFER A. VOLKMAR
Notary Public, State of Florida
My Commission Expires: 1-1-07

JENNIFER A. VOLKMAR
Notary Public, State of Florida
My comm. expires January 1, 2007
Comm. No. DD 167134

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Brian Trochermann, whose mailing address is 3562 SW 24th Avenue Road, Ocala, FL 34474 is the initial registered agent named in the Articles of Incorporation to accept service of process for **CYBER GRIND, INC.**, a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 11th of January, 2003.

 *As President*
BRIAN TROCHELMANN