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FLORIDA PROFIT CORPORATION OR P.A.

CYBER AEROSPACE CORP.

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**Articles of Incorporation
of
Cyber Aerospace Corp.**

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

Article I. Name

The name of this Corporation shall be Cyber Aerospace Corp.

Article II. Principal Office

The street and mailing address of the initial principal office of this Corporation is

7711 Military Trail, North
Palm Beach Gardens, FL 33410

Article III. Purpose

The purpose of this Corporation is to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV. Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 200,000,000 shares of Common Stock having a Par Value of \$0.0001 per share, with the specific terms, conditions, limitations, and preferences to be determined by the Board of Directors without shareholder approval.

Article V. Initial Registered Agent and Initial Registered Office

The name and Florida street address of the initial registered agent and the initial registered office, respectively, of this Corporation is

W. Bradley Munroe, Esquire
239 E. Virginia Street
Tallahassee, FL 32301

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Article VI. Incorporator

The name and street address of the incorporator of this Corporation is:

Robert Worthington
2021 Arch Street
Philadelphia, PA 19103

Article VII. Term of Existence

This Corporation is to exist perpetually.

Article VIII. Directors

This Corporation shall have one Director initially.

The Board of Directors shall be and are hereby authorized to enter into on behalf of this Corporation and to bind this Corporation without shareholder approval, to any and all acts approving (a) a name change; and (b) the terms and conditions of a merger and/or a share exchange; and shareholders affected thereby shall not be entitled to dissenters rights with respect thereto under any applicable statutory dissenters rights provisions.

**Article IX. Provisions Applicable
to**

Affiliated Transactions and Control-share Acquisitions

The provisions set forth in Section 607.0901, Florida Statutes, relating to Affiliated Transactions, do not apply to this Corporation, and the provisions of Section 607.0902, Florida Statutes, relating to Control-Share Acquisitions, do not apply to this Corporation.

Article X. Indemnification

This Corporation shall indemnify its Officers, Directors, Employees and Agents in accordance with the following:

(a) This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this Corporation), by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, or is or was otherwise serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of this Corporation, and, with respect to any criminal action or proceeding, has no

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reasonable cause to believe his conduct to be unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement, conviction upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of this Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe the action was unlawful.

(b) This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of this Corporation, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of this Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under Section (a) or (b) of this Article (unless ordered by a court) shall be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances, because he has met the applicable standard of conduct set forth in Section (a) or (b) of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the affirmative vote of the holders of a majority of the shares of stock entitled to vote and represented at a meeting called for that purpose.

(e) Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in Section (d) of this Article, upon receipt of an understanding by or on behalf of the director,

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officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by this Corporation as authorized in this Article.

(f) The Board of Directors may exercise this Corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this Corporation would have the power to indemnify him against such liability under this Article.

(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Amended Articles of Incorporation, the Bylaws, agreements, vote of the shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

Having been named as Registered Agent to accept Service of Process for the above stated Corporation at the place designated in this Certificat, I am familiar with and accept the appointment of Registered Agent and agree to act in this capacity.

W. J. Burr Keim, Jr.
Signature/Registered Agent

February 20, 2004
Date

R. J. W. Keim
Signature/Incorporator

February 20, 2004
Date

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