

P95000003194

Dunegan Law Offices
Attorney at Law

128 E. Livingston Street • Orlando, Florida 32801-1539
Office (407) 843-3398 • FAX (407) 872-0679

January 5, 1995

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100001376191
-01/11/95--01068---000
*****70.00 *****70.00

RE: Articles of Incorporation of
CD Vision, Inc.
Our File No.: 94-0100

Dear Sir/Madam:

Please find enclosed our check in the amount of \$70.00 for filing fees and the original Articles of Incorporation of the above referenced entity for filing. Also enclosed is a copy of the Articles of Incorporation and a stamped, self-addressed envelope for return to our offices. I thank you for your prompt attention to this matter.

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

Heidi Dunegan

Heidi Dunegan
Legal Assistant

/hcd
enclosures

DMC
1-12-95

(corpdisk/deptatst.1to)

FILED
95 JAN 10 AM 11:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

95 JAN 10 AM 11:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CD VISION, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. NAME

The name of the corporation is:

CD VISION, INC.

The principal place of business of this corporation shall be
8048 Old Town Drive, Orlando, Florida 32819.

Article 2. DURATION

The duration of the Corporation is perpetual.

Article 3. NATURE OF BUSINESS

This corporation may engage in or transact any or 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 4. CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 7500 shares of common stock. Such shares shall be of single class and shall have a par value of \$1.00 per share.

Article 5. INITIAL REGISTERED OFFICE AND AGENT

The address of the Initial Registered Office of the Corporation is 128 East Livingston Street, Orlando, Florida, 32801; and the name of its Initial Registered Agent at the address is Richard Dunegan, Esquire.

Article 6. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of the initial Board of Directors of the Corporation is as follows:

JOACHIM BERGER	8048 Old Town Drive Orlando, Florida 32819
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Article 7. INCORPORATOR

The name and address of the Incorporator is as follows:

JOACHIM BERGER
8048 Old Town Drive
Orlando, Florida 32819

Article 8. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

JOACHIM BERGER	8048 Old Town Drive
President/Secretary/ Treasurer	Orlando, Florida 32819

Article 9. INDEMNIFICATION

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

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Article 10. BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of this corporation.

Article 11. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 20th day of December, 1994.



Joachim Berger
8048 Old Town Drive
Orlando, Florida 32819

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 20th day of December, 1994, by JOACHIM BERGER, who is personally known to me, or who has produced _____ as identification and who did take an oath and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

Heidi C. Dunagan
Printed Name:
NOTARY PUBLIC
Serial Number:
My Commission Expires:



OFFICIAL SEAL
HEIDI C. DUNAGAN
My Commission Expires
March 20, 1995
Comm. No. CC 094127

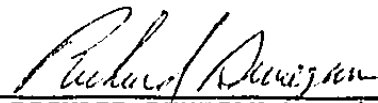
DESIGNATION OF RESIDENT AGENT

CD VISION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Orlando, Florida, had and does by these presents name RICHARD DUNEGAN, ESQUIRE, located at 128 East Livingston Street, Orlando, Florida 32801, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above-named corporation, at the place designated in the above statement, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 21st day of December, 1994.



RICHARD DUNEGAN, Registered Agent

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1101 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-0391
904-222-0391 FAX

800-342-8086



RECEIVED
96 JAN -5 AM 9:17
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 793339 06680

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : January 4, 1996

ORDER TIME : 6:06 PM

ORDER NO. : 793339

400001679844

CUSTOMER NO: 06680

CUSTOMER: Richard Dunegan, Esq
Dunegan & Associates
128 East Livingston Street

Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: CD VISION, INC.

FILED
96 JAN -5 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *[Signature]*

*NAME
Change
1/5/96*

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF CD VISION, INC.

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is CD VISION, INC.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

The name of the corporation shall be changed
to CYBER CONCEPTS, INC.

THIRD: The amendment was adopted by the Board of Directors on the 21st day of December, 1995, to be effective immediately.

FOURTH: The above amendment was approved by all the Shareholders on the 21st day of December, 1995, to be effective immediately.

DATED: December 21, 1995

CYBER CONCEPTS, INC.

By: [Signature]
Joachim Berger, President,
and Secretary