

Steel Hector & Davis
Miami, Florida

P95000039789

May 11, 1995

FILED
95 MAY 18 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Attn: Domestic Charters

Re: CIBERNEX CORPORATION
Our File No. 26556.0962

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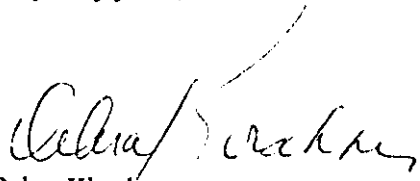
Dear Sir/Madam:

Enclosed herewith please find Articles of Incorporation, together with photocopy of same for the above named Florida corporation. Also enclosed is my firm's check in the amount of \$122.50 representing filing fees, fee for certified copy and fee for designation of registered agent.

Kindly return the certified copy to the attention of the undersigned via the enclosed Federal Express Courier Pac.

Thank you for your attention.

Very truly yours,


Debra Kirschner
Legal Assistant

/dk
(encl.)

File 19

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CIBERNEX CORPORATION

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

ARTICLE I

NAME

The name of the corporation is CIBERNEX CORPORATION.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address and mailing address of the corporation is c/o Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard, Ste. #4874, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Peninsula Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is 200 S. Biscayne Boulevard, Ste. #4784. Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have three initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

The names and street addresses of the initial directors are:

Henry Lord Boulton - c/o 200 S. Biscayne Boulevard, Ste. #4874, Miami, FL 33131;
Gunter Spasic - c/o 200 S. Biscayne Boulevard, Ste. #4874, Miami, FL 33131; and
Edgar Leal - c/o 200 S. Biscayne Boulevard, Ste. #4874, Miami, FL 33131.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Peninsula Registered Agents, Inc.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of May, 1995

PENINSULA REGISTERED AGENTS, INC.

By: Debra Kirschner
Debra Kirschner, Vice President

CERTIFICATE OF REGISTERED AGENT

OF

CIBERNEX CORPORATION

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TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That CIBERNEX CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, Ste. #4874, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 11 day of May, 1995.

PENINSULA REGISTERED AGENTS, INC.

By:



Debra Kirschner, Vice President