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M.D. MASON, CHARTERED
ATTORNEY AT LAW

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September 19, 1995

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

Re: CYBERCOAST, INC.

Gentlemen:

Enclosed herewith please find our check payable to your order in the amount of \$122.50, as payment for filing fees and taxes in the following amounts in connection with the incorporation of the above-captioned corporation:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

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I have enclosed the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent of the above-captioned corporation, the original to be filed and the copy to be certified and returned to this office.

Very truly yours,

M.D. MASON, CHARTERED

M.D. Mason

Maurice D. Mason

MDM/da

Enc: as noted above

FILED
SEP 21 1995
TALLAHASSEE, FL

SAB
9/22/95

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05 SEP 21 PM 2:20

ARTICLES OF INCORPORATION

The undersigned hereby executes and acknowledges these Articles of Incorporation in order to organize and incorporate a business for profit.

ARTICLE I -- NAME

The name of this corporation shall be CYBERCOAST, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be Bruce Chambers, 402 N. Ravenna St., Nokomis, FL 34264 , but this may be changed from time to time by action of the Board of Directors and by notification of the Secretary of State of the State of Florida.

ARTICLE III -PURPOSE

The purpose of this corporation shall be any and all business permitted under the laws of the United States and of this State.

ARTICLE IV - DURATION

The duration of this corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles by the Florida Department of State.

ARTICLE V - REGISTERED AGENT

The street address of the Registered Office shall be 402 N. Ravenna St., Nokomis, FL 34275, and the name of it's Registered Agent at said address shall be Bruce Chambers.

ARTICLE VI - NUMBER OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of members of the Board of Directors may be changed, from time to time, by changes in the by-Laws.

ARTICLE VII- INCORPORATORS AND DIRECTORS

The name and address of each incorporator and the name and address of each member of the initial Board of Directors of this Corporation are stated in Article XVII.

ARTICLE VIII - INCORPORATION BY REFERENCE

Each of the powers stated herein shall not be in limitation, but shall be in enumeration, of the power of the Corporation. In addition, the corporation shall have all other powers as are now or hereafter conferred upon it by law.

ARTICLE IX - POWERS OF CORPORATION

This Corporation shall have power:

1. To have perpetual succession by it's Corporate name;
2. To sue and be sued, complain and defend in it's Corporate name in all actions or proceedings;
3. To have a Corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
6. To lend money and use its credit to assist its officer and employees in accordance with law;
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise sue and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;
8. To make contracts and guarantees and incur liabilities,

borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

10. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this State;

11. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation;

12. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation;

13. To make donations for the public welfare or for charitable, scientific or educational purposes;

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint

venture, trust of other enterprise;

17. To have and exercise all powers necessary or convenient to effects its purposes.

ARTICLE X - STOCK

There shall be 500 shares of \$1.00 par value stock authorized. No other shares of stock are authorized.

ARTICLE XI - STOCKHOLDER MEETINGS

The annual meeting of the stockholders shall be held at the principal office of the corporation on October 25, or at such other date, time and place as may be properly designated. Other meetings of the stockholders may be called by the Board of Directors upon thirty days' notice to the stockholders, delivered in writing to their last address of record.

ARTICLE XII - VOTING

Each share of stock shall have one vote. The voting shall not be cumulative.

ARTICLE XIII - ELECTION OF DIRECTORS

Each Board of Directors after the first shall be elected at the annual Meeting of the stockholders and shall serve until the new Board has been elected and is qualified to serve. The first Board of Directors shall serve until the next Board has been elected and is qualified to serve. In the event of a vacancy occurring on the Board, a stockholders' meeting shall be called for

the purpose of electing a Director to fill the vacancy.

ARTICLE XIV - OFFICERS

The Directors shall elect the following officers of the Corporation who shall serve until their successors are elected and qualified to serve:

The President, who shall have all the usual powers of the President of a Corporation;

The Treasurer, who shall keep the financial records of the Corporation and perform the other duties of a Treasurer of a corporation;

The Secretary, who shall keep the minutes of all meetings of the stockholders and directors, and perform all the usual duties of the Secretary of a corporation.

The Directors may elect one or more vice-Presidents, who shall, in the absence of the President, perform all the duties of the President. The Directors may elect one person to more than one of the above offices.

ARTICLE XV - BY-LAWS

The Directors may adopt Corporate by-Laws not inconsistent with these articles.

ARTICLE XVI - MEETING RULES

A majority of those qualified to vote at any meeting shall constitute a quorum for the meeting. A majority of those voting at

any meeting shall rule. All requirements of notice of any meeting shall be deemed to be waived by anyone present at such meeting and waiver of notice, in writing or otherwise, by two-thirds of those eligible to vote, shall represent waiver of the requirement of notice of the meeting for all parties.

ARTICLE XVII - NAMES AND ADDRESS OF INCORPORATOR
AND INITIAL BOARD OF DIRECTORS

Incorporator:

Name:

Bruce Chambers

Address:

402 N. Ravenna St.
Nokomis, FL 34275

Director(s):

Name:

Bruce Chambers

Address:

401 N. Ravenna St.
Nokomis, FL 34275

IN WITNESS WHEREOF, the incorporator has set his hand and seal to the foregoing Articles of Incorporation.


BRUCE CHAMBERS

401 N. Ravenna St.
Nokomis, FL 34275

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the
19th day of SEPTEMBER, 1996.

Helen P. Alexander
Notary Public

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA. AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

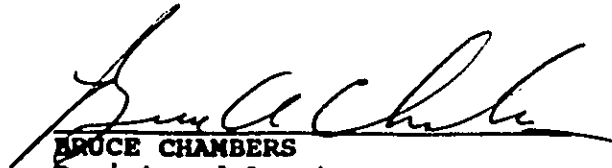
In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

First, that Bruce Chambers as incorporator, desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 402 N. Ravenna St., Nokomis,
Florida 34275 has named himself as its agent to accept service of
process within Florida.

Dated: 19th SEPTEMBER 1996

Bruce Chambers
BRUCE CHAMBERS
Incorporator

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


BRUCE CHAMBERS
Registered Agent

Cyberco, Inc

FILED
95 SEP 21 PM 2:28
CLERK OF COURT
JULY 1995