

P 96000013956

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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RE: CAPCOR SOUTHERN, INC.

96 FEB 14 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISBURSED

Capital Express™
✓ Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
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Art. of Amend. File
Dissolution/Withdrawal
O U S

Fictitious Name File 900001711729

Name Reservation -02/09, --01049--021

Annual Report/Restatement ****122.50 ****122.50

Reg. Agent Service

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UCC 11 Search

UCC 11 Retrieval

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1 1/2% per month on Past Due Amounts
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THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME BY CK No.

BY

WALK-IN 2/9 1:00
Will Pick Up

*PH 2/14/96
wabo-3090*

James R. Leone & Assoc., P.A.

Attorneys at Law

James R. Leone
David W. Hall

462 Osceola Street., Suite 211
Altamonte Springs, Florida 32701

(407) 831-1255
(407) 831-3573 (fax)

February 8, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

RE: CAPCOR SOUTHERN., INC.
Articles of Incorporation (for profit corporation)

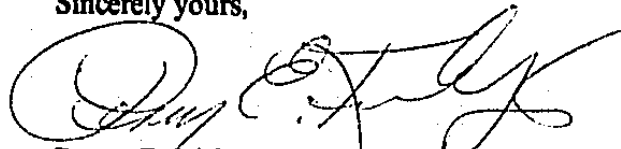
Dear Sir or Madam:

Enclosed are the original and a copy of the Articles of Incorporation of the above captioned proposed corporation for filing. Please endorse your acceptance of the Articles on the copy, certify it, and return it. The Articles include a designation of the corporate place of business or domicile for service of process within this State, as well as the registered agent upon whom process may be served, who has signed an acceptance of appointment included with the Articles.

A check for \$122.50 is also enclosed to cover the filing fee.

Thank you for your attention in this matter. Please contact me should you have any questions.

Sincerely yours,



Penny E. Kirkpatrick, Paralegal
to JAMES R. LEONE

PEK\

xc: file

Encl: Articles
Check



RECEIVED

96 FEB 14 AM 10:07

FLORIDA DEPARTMENT OF STATE
Sandra B. Morton, Division of Corporations
Secretary of State

February 9, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: CAPCOR SOUTHERN INC.
Ref. Number: W96000003090

We have received your document for CAPCOR SOUTHERN INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 196A00005868

Corrected
I Hope!

ARTICLES OF INCORPORATION

OF

CAPCOR SOUTHERN INC.

a for profit corporation formed under
Florida Statutes Chapter 607,
The Florida Business Corporation Act

FILED

96 FEB 14 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2-7-96

New Elements And Derivatives Copyright 1995:

JAMES R. LEONE

Attorney at Law

JAMES R. LEONE & ASSOC., P.A.

452 Osceola Street, Suites 211-214

Altamonte Springs, Florida 32701

(407) 831-1255

FAX 831-3573

P. O. Box 948202

Maitland, Florida 32794-8202

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New Elements And Derivatives Copyright 1995:

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Attorney at Law

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ARTICLES OF INCORPORATION

OF

CAPCOR SOUTHERN INC.

a for profit corporation formed under
Florida Statutes Chapter 607,
The Florida Business Corporation Act

ARTICLE I - NAME

The name of this corporation is:

CAPCOR SOUTHERN INC.

ARTICLE II - PRINCIPAL OFFICE STREET AND MAILING ADDRESSES

The street address of the initial principal office, and, if different, the mailing address of the corporation, is as follows:

452 Osceola Street
Suites 211-214
Altamonte Springs, Florida 32701

P.O. Box 948202
Maitland, Florida 32794-8202

ARTICLE III - CAPITAL STOCK

3A. Number And Classes Of Shares

3A(1) Total Shares Issuable: Applicable Terms. The number of shares of capital stock this corporation is authorized to issue and have outstanding at any one time is **TWENTY MILLION (20,000,000) shares, all with NO PAR OR STATED VALUE unless otherwise specified.** If a par or stated value is specified, stock may not be originally issued by the corporation for a consideration of less than par or stated value. Stock shall be issued only for consideration, as permitted by law, and the dollar value thereof shall be determined by the Board of Directors. For accounting and other purposes, any required allocation of consideration for shares with no par or stated value shall be \$.01 per share for paid in capital or as otherwise legally determined by the Board of Directors or its delegates. The corporation's stock authorized for issuance pursuant to the provisions of applicable law, consists of the following number of shares and classes, subject to any legally permissible terms set forth in these Articles, as may be amended.

3A(2) Common Shares. TWENTY MILLION (20,000,000) shares of Common Stock, with \$.001 par value, with one vote per share upon all matters.

3A(3) (This Section is not being used herein).

3A(4) Special Shares. Zero (-0-) shares of special shares, issuable in one or more classes or series as indicated herein and otherwise as permitted by law, without par or stated value.

3A(4)(A) Certain Terms Of Special Or Other Shares. As required by law, each class or series of special shares (or any other class or series of shares of stock) shall be designated herein by amendment prior to issuance, as Preferred Shares or by any name and/or letter or number, but such name shall be (A) other than common shares if entitled to preference in the distribution of dividends or assets, or (B) other than preferred shares if not entitled to preference in the distribution of dividends or assets.

3A(5) Relative Rights, Preferences And Limitations. Variations in the relative rights, preferences and limitations of various securities may be as stated under "**Certain Terms Of Special Or Other Shares**", Section 3A(4)(A) herein, and "**Board Power to Designate Securities And Fix Terms**", Section 3C(1) herein, or elsewhere in these Articles.

3A(6) S Corporation Share Restrictions And Tax Distributions. If and so long as the corporation shall have in effect an S Corporation election under the Internal Revenue Code for tax treatment as if it were a partnership, then no class or series of shares other than Common Stock, voting and/or nonvoting, shall be issuable, and no shares shall be issuable or transferable except to an individual eligible to be an S Corporation shareholder, and otherwise in accordance with the requirements for an S Corporation. Also, the corporation shall distribute thirty (30) days prior to the dates payable by the shareholders, an amount equal to estimated income taxes payable at the federal and state levels.

3B. Common Stock Series: Voting And Dissolution Rights Of Common And Other Stock.

3B(1) Common Stock Rights In General. Common Shares shall have all of the proprietary interests in the corporation, nonexclusively including all rights as to voting, dividends, and assets, except as expressly provided to the contrary herein or by operation of law, and subject only to any preferences and rights expressly granted to any other class or series of securities.

3B(2) Voting Rights. Common Stock Series B has unlimited voting rights, but additional classes or series of voting shares of any nature may be established to the extent permitted by law. References to "vote" or "voting" herein, in the Bylaws, or other governing documents, shall be deemed to include action by written consent to the full extent permitted by law.

3B(3) Rights To Assets Following Dissolution. Unless otherwise specified, holders of Common Shares are entitled to receive prorata share by share the net assets of the corporation following dissolution (and liquidation of assets and payment of creditors), but additional classes or series of shares or other securities of any nature entitled to receive the net assets of the corporation following dissolution (and liquidation of assets and payment of creditors) may be established to the extent permitted by law.

3B(4) Other Series Of Common Stock. In particular, other classes or series of Common Shares may be established by the Board of Directors.

3B(5) Cross Reference To Stock Designation Requirements Of Law. See "**Certain Terms Of Special Or Other Shares**", **Section 3A(4)(A)** herein.

3C. Additional Classes Or Series; Redesignation Of Securities.

3C(1) Board Power To Designate Securities And Fix Terms. The Board of Directors shall have full authority to the extent permitted by law to amend these articles to establish one or more classes or series of any common, preferred, special or other class or series of stock or other securities, to designate same, and to fix and determine the variations in the relative rights, preferences and limitations between classes or series. See "**Certain Terms Of Special Or Other Shares**", **Section 3A(4)(A)** herein. Also, the Board of Directors may redesignate the title of any class or series of any outstanding or unissued securities in a distinguishable manner from every other class or series, by amendment hereto. The Board of Directors may or may not require or permit replacement of any securities certificates at any time other than upon transfer, subdivision or consolidation of holdings, at which time replacement shall be required, to show the new designation.

3D. (This Section is not being Used.)

3E. Bylaws May Define And Clarify These Provisions.

To the extent permitted by Florida Statutes Section 607.0601(3)(b) the Bylaws may define and clarify any provisions contained herein relating to stock shares or other securities.

ARTICLE IV - REGISTERED OFFICE AND AGENT APPOINTMENT

The ~~street~~ address of the registered office of this corporation shall be:

Capital Connection, Inc.
417 E. Virginia St.
Tallahassee, Fl 32301

By Crystal Dugger, Client Representative

The name of the registered agent of this corporation at the registered office of this corporation shall be:

Capital Connection, Inc.
By Crystal Dugger, Client Representative

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Sections 607.0501(3) and 607.0505, is enclosed with this appointment.

ARTICLE V - INCORPORATOR(S)

The name and address of each incorporator of the corporation is:

Name

Address

Capital Connection, Inc. 417 E. Virginia St. Tallahassee, Fl 32301
By Crystal Dugger, Client Representative

ARTICLE VI - DURATION; EFFECTIVE COMMENCEMENT DATE

This corporation shall exist perpetually. This corporation shall commence at the time and on the date of filing of these Articles, unless

(A) filed within five (5) business days after an earlier date stated herein, in which case the earlier date specified herein shall be the effective date, or

(B) a later date is stated herein which is within ninety (90) days after the date of filing, in which case such later date shall be the effective date.

Any such different commencement date and time shall be:

Date: **February 7, 1996**

Time: **9:00 A. M., Eastern Time.**

If no time is specified on an effective date (different than the filing date), then the Articles shall become effective as of the close of business on such different date.

ARTICLE VII - CERTAIN STATUTORY EXCEPTIONS

This corporation hereby elects to be excepted from the following provisions of law or any comparable replacement provisions:

Florida Statutes Section 607.0901 "Affiliated Transactions", as permitted by Subsection (5) therein.

Florida Statutes Section 607.0902, "Control-Share Acquisitions", as permitted by Subsection (5) therein.

ARTICLE VIII - AMENDMENT

8A. General Amendment Provision. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or the corporation's Bylaws, or in any amendment hereto, and all rights conferred upon the shareholders are subject to this reservation.

8B. Amendment of Articles or Bylaws for Supermajority Quorum or Vote Requirement; Delayed Repeal of This Provision. Any provision of these Articles of Incorporation or the corporation's Bylaws requiring more than a majority quorum or vote of directors or shareholders may be adopted and may be amended or repealed, in each case, only by the percentage vote specified in such provision, so long as this requirement is in effect in this form. This requirement shall remain in effect in this form (A) until amended or repealed by unanimous vote(s), unless it is legally permissible for it to remain in this form as follows, (B) for six (6) months after the taking of a vote or the giving of all the necessary signatures on a consent, pursuant to which vote or consent this requirement is to be repealed or amended or replaced in any fashion (for example, by merger with, or by sale of assets to, a commonly controlled entity) effectively lowering or permitting lowering the vote so required. **This provision may only be repealed or amended by a majority vote of shareholders unless a different vote is required by law, or these Articles of Incorporation.** See Florida Statutes Sections 607.0725, 607.0726, 607.0727, 607.1020, 607.1021, 607.1022.

ARTICLE IX - DIRECTORS AND OFFICERS

9A. Number Of Directors; Bylaws Automatically Amended To Reflect Number of Directors. The number of directors of this corporation shall be **FIVE (5)**. The number of directors may be increased or decreased from time to time by the Bylaws but shall never be less than one, as required by Florida Statutes Section 607.0803. Any duly adopted resolution adding or removing a Director, or setting forth the entire Board of Directors, shall be deemed to amend the Bylaws to the extent necessary to reflect any change in their number, except to the extent a larger number is specifically provided.

9B. Present Directors And Officers. The name and address of each director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
J. Paul Hines	c/o James R. Leone, attorney at law P.O. Box 948202 Maitland, Florida 32794-8202	Director, President, Secretary, Treasurer,
Harry Tan Hi Khim	c/o James R. Leone, attorney at law P.O. Box 948202 Maitland, Florida 32794-8202	Director
William Kennedy	c/o James R. Leone, attorney at law P.O. Box 948202 Maitland, Florida 32794-8202	Director
Terry Staples	c/o James R. Leone, attorney at law P.O. Box 948202 Maitland, Florida 32794-8202	Director
John Ziellinski	c/o James R. Leone, attorney at law P.O. Box 948202 Maitland, Florida 32794-8202	Director

ARTICLE X - PURPOSE/BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statutes Chapter 607, provided that it will not engage in any act or activity requiring the consent or approval of any government official, department, board, agency or other body of any local, state or federal government having jurisdiction over such act or activity, without

obtaining such consent or approval.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and/or the shareholders, except as otherwise provided by law. However, the shareholders, in amending or repealing the Bylaws generally or a particular Bylaw provision, may provide expressly that the Board of Directors may not amend or repeal the Bylaws or that Bylaw provision.

SIGNATURE OF INCORPORATOR(S)

IN WITNESS WHEREOF, the undersigned has executed these Articles Of Incorporation this January 12, 1996.

Capital Connection, Inc.
By Crystal Dugger

Crystal Dugger

Incorporator

ACCEPTANCE OF REGISTERED AGENT

FILED

96 FEB 14 PM 2:33

Pursuant to Florida Statutes Sections 607.0501(3) and 607.0505, I hereby accept appointment as a registered agent of this corporation and will accept service of process in legal proceedings as to the corporation, at the registered office stated herein. I am familiar with and I accept the obligations of that position, including Florida Statutes Section 607.0505, and particularly Subsection (9) as to mailing to the corporation notice of receipt of a Florida Department of Legal Affairs subpoena to produce testimony and records. I shall comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Capital Connection, Inc.
By Crystal Duggan Client
Representative

Crystal Duggan

Agent For Service

New Elements And Derivatives Copyright 1995:

JAMES R. LEONE

Attorney at Law

JAMES R. LEONE & ASSOC., P.A.

452 Osceola Street, Suites 211-214

Altamonte Springs, Florida 32701

(407) 831-1255

FAX 831-3573

P. O. Box 948202

Maitland, Florida 32794-8202

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-END OF ARTICLES-

P96000013956

4/25/96

FLORIDA DIVISION OF CORPORATIONS

5:07 PM

PUBLIC ACCESS SYSTEM

((H96000005880))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000 0

FAX: (904) 922-4000

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305) 672-0686

FAX: (305) 672-9110

((H96000005880))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: CALCOR SOUTHERN INC.

FAX AUDIT NUMBER: H96000005880

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/25/1996

TIME REQUESTED: 17:07:32

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 073171003004

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000005880))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Corpornc ✓
Finde

89 APR 26 17:58

04/25/96

FILED
55 APR 26 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Amendment
Changing Corporate Name From
Capcor Southern, Inc.
to
Cybernetic Inc.**

H96000005880
FILED

96 APR 26 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Capcor Southern, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Capcor Southern, Inc. to Cybernetic Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on April 25, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on April 25, 1996.

Capcor Southern, Inc.

By: Joseph P. Mata
Name: Joseph P. Mata
Title: Assistant Secretary

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

H96000005880