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CYNTHIA L. SHERR, P.A.
Attorney at Law
2016 Harrison Street
Hollywood, Florida 33020
Telephone (305) 920-0111
Facsimile (305) 920-6544
Email clsherr@aol.com

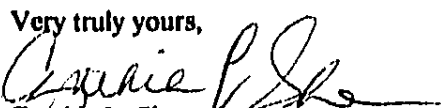
February 9, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Enclosed please find the Articles of Incorporation, check for \$122.50, and a prepaid UPS overnight shipping bill. I would appreciate it, if you would return the filed copy of the Articles to my office via the UPS overnight shipping.

Thank you for your cooperation in this matter.

Very truly yours,


Cynthia L. Sherr

CLS/ns
enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 16, 1996

CYNTHIA L. SHERR, P.A.
2016 HARRISON STREET
HOLLYWOOD, FL 33020

SUBJECT: THE HARD DRIVE CAFE, INC.
Ref. Number: W96000003571

We have received your document for THE HARD DRIVE CAFE, 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 name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 896A00006868

RELEASE

I HEREBY release the name of The Hard Drive Cafe, Inc., which was previously reserved by the Law Offices of Benton L. Becker and direct the Division of Corporations to allow the use of the name The Hard Drive Cafe, Inc. to be used by Cynthia L. Sherr, P.A. for incorporation.

Jan E. Foley

Jan E. Foley
Law Office of Benton L. Becker
1550 Madruga Avenue, Ste. 329
Coral Gables, Florida 33146

The foregoing instrument was acknowledged before me on this _____ who is personally known by me, provided picture identification _____ who did take oath.

Judith Torres
NOTARY PUBLIC, State of Florida

My commission expires:



JUDITH TORRES
COMMISSION # CC 483802
EXPIRES JULY 28, 1999
BOWDED TRUST
ATLANTIC BONDING CO., INC.

**ARTICLES OF INCORPORATION
OF**

The Hard Drive Cafe, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

The Hard Drive Cafe, Inc.

The address of the principal office of this corporation shall be 1942 Hollywood Boulevard, Hollywood, FL 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage in every aspect of the business of coffee house, sale and rental on-line services, software sales, computer programming and sales. This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2016 Harrison Street, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at the address is Cynthia L. Sherr, P.A..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 4 officer(s) and 4 director(s), initially. The name(s) and street address(es) of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successor is elected or appointed is/are:

David Ferber-President/Director
1942 Hollywood Blvd., Hollywood, Florida 33020

Sandra Ferber-Secretary/Director
1942 Hollywood Blvd., Hollywood, Florida 33020

Jeff Marema-CEO/Director
1942 Hollywood Blvd., Hollywood, Florida 33020

Diana Marema -Treasurer/Director
1942 Hollywood Blvd., Hollywood, Florida 33020

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation:

Cynthia L. Sherr, P.A.
2016 Harrison Street, Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned agent of Cynthia L. Sherr, P.A., has
hereunto set their hand and seal of Cynthia L. Sherr, P.A. on February 8, 1996.

CYNTHIA L. SHERR, P.A.

By: 

Cynthia L. Sherr, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Cynthia L. Sherr, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CYNTHIA L. SHERR, P.A.

By: 

Cynthia L. Sherr, President

ASSIGNMENT OF THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION
OF

The Hard Drive Cafe, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cynthia L. Sherr, P.A., as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:

David Ferber, Sandra Feber, Jeff Marema, Diana Marema
1942 Hollywood Blvd., Hollywood, Florida 33020

Dated this February 8, 1996.

CYNTHIA L. SHERR, P.A.

By:


Cynthia L. Sherr, President