

D9600086305

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 18 PM 2:52

ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)
106 South Monroe St.

(Address)
Tallahassee, FL 32301 #222-7200

(City, State, Zip) (Phone #)

Call Pat @ 222-7200 if problems.

OFFICE USE ONLY

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-10/18/96--01039--007
*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cybermax Communications, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 10/18 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 OCT 18 AM 11:31
DIVISION OF CORPORATIONS

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CYDERMAX COMMUNICATIONS, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 12 PM 2:52

FIRST: The name of this corporation is:

"CYDERMAX COMMUNICATIONS, INC."

SECOND: The general nature of the business or businesses to be transacted is as follows:

To transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in or out of this state, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owning such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. (Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.)

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms the corporation's board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares with a par value of One Cent (\$0.01) each.

FOURTH: This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State of Florida.

FIFTH: The principal office of this corporation will be at 9140 Golfside Drive, Suite 7, Jacksonville, Duval County, Florida 32256.

SIXTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

SEVENTH: The name and address of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successor or successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
George Helow	9140 Golfside Drive, Suite 7 Jacksonville, Florida 32256
Joseph Helow	9140 Golfside Drive, Suite 7 Jacksonville, Florida 32256

EIGHTH: The name and address of the sole subscriber of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pat Roberts	106 South Monroe Street Tallahassee, Florida 32302

NINTH: The street address of the initial registered office of this corporation is 106 South Monroe Street, Tallahassee, Florida 32302 and the name of the initial registered agent of this corporation at that address is Pat Roberts.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any

account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 18th day of October, 1996.


Pat Roberts

SECRET
DIVISION OF INVESTIGATION
95 OCT 19 PM 2:53

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That **CYDERMAX COMMUNICATIONS, INC.**, a corporation duly organized and existing under the laws of the State of Florida, has named **Pat Roberts** as its Registered Agent, located at 106 South Monroe Street, Tallahassee, Florida 32302 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Pat Roberts

P96000086305

FILED
SEP 18 PM 3:11
TALLAHASSEE, FLORIDA

ROGERS, TOWERS, BAILEY, JONES & GAY
Requestor's Name

106 South Monroe Street
Address

Tallahassee, FL 32301 222-7200
City/State/Zip Phone #

CALL PAT IF PROBLEMS. (@ 222-7200)

Office Use Only

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(Corporation Name) (Document #) P96000086305
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) Amend
4. _____
(Corporation Name) (Document #) 400002295604--5
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Walk in Pick up time 9-17 Certified Copy

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* Please sta. a filed stamped copy. Thanks.

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<input type="checkbox"/>	Other

9/17/97
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97 SEP 18 11:07

Examiner's Initials	
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CYBERMAX COMMUNICATIONS, INC.**

97 SEP 18 PM 3:11
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned, being the President of **CYBERMAX COMMUNICATIONS, INC.** (the "Corporation"), a corporation existing under the laws of the State of Florida, does hereby state:

1. The name of this Corporation is **CYBERMAX COMMUNICATIONS, INC.**
2. The amendment adopted is an amendment to the **THIRD** paragraph of the Articles of Incorporation of this Corporation deleting such **THIRD** paragraph in its entirety and substituting in its place a new **THIRD** paragraph.
3. The new **THIRD** paragraph shall read as follows:

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is Two Million Five Hundred Thousand (2,500,000) shares with a par value of One Cent (\$0.01) each.
4. This amendment was approved by the directors and was recommended to the stockholders on August 29, 1997. This amendment was approved by a sufficient number of stockholders of this Corporation at a special meeting of stockholders held on September 12, 1997. This amendment shall be effective upon the filing of these Articles of Amendment with the office of the Florida Secretary of State.

IN WITNESS WHEREOF, I have executed this Articles of Amendment this 12th day of September, 1997.

CYBERMAX COMMUNICATIONS, INC.

By: 
JOSEPH HELOW, President