

P96000094038
DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
ATTORNEYS AND COUNSELORS AT LAW

101 SOUTH COURTENAY PARKWAY
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MERRITT ISLAND, FLORIDA 32954-1366
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7380 MURRELL ROAD, SUITE 100
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P. O. BOX 2228
MELBOURNE, FLORIDA 32902-2228
(407) 725-8373
FAX (407) 725-8477

October 2, 1996

REPLY TO:

Merritt Island

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-10/08/96--01083--004
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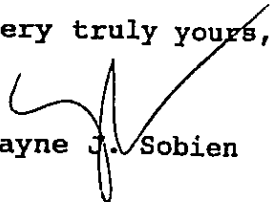
Re: CyberComm Industries, Inc.
Our File No. 13672/24490

Dear Sir/Madam:

With regard to the above-captioned corporation, I am enclosing for filing an original and one copy of the Articles of Incorporation and Designation of and Acceptance of Registered Agent. I am also enclosing this firm's trust account check in the amount of \$122.50 in payment of the requisite fee. After filing, please return the certified copy to me in the enclosed self-addressed, stamped envelope.

If you have any questions, or should you require additional documentation, please let me know.

With my best regards, I am

Very truly yours,

Wayne J. Sobien

WJS:dn

Enclosures

cc: Mr. Christopher M. Vozella (with enclosures)

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789,502,1671
W/96-21619

IN ORLANDO
DEAN, MEAD, EGERTON, BLOODWORTH,
CAPOVANO & BOZARTH, P.A.
(407) 241-1200

DEAN
MEAD

IN FORT PIERCE
DEAN, MEAD & MINTON
(407) 464-7700 • (407) 352-7700

D. BROWN NOV 18 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 18 AM 11:33

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD

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November 8, 1996

REPLY TO:

Merritt Island

Ms. Beth Register
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: CyberComm Industries, Inc.
Our File No. 13672/24490

Dear Ms. Register:

Pursuant to your telephone conversation with my secretary, I am herewith enclosing a copy of a letter (Reference Number W96000021619) dated October 11, 1996, wherein we were informed that the Division of Corporations was unable to file the Articles of Incorporation of CyberComm Industries, Inc. As my secretary informed you, the new Florida corporation is being filed in place of the dissolved Delaware corporation. These entities are one and the same, and I am herewith enclosing an Affidavit from Christopher M. Vozella, Chair/Vice-President of CyberComm Industries, Inc., stating that the Delaware corporation is relinquishing its right to the name "CyberComm Industries, Inc.," to the new Florida corporation.

Also enclosed is an original and one copy of the Articles of Incorporation. I would appreciate your cooperation in walking the new Articles of Incorporation through the filing process. Upon filing, please return a filed copy to me in the enclosed self-addressed, stamped envelope.

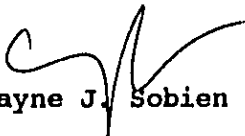
If you have any questions, or should you require further documentation, I would appreciate your contacting me at your earliest convenience.

Ms. Beth Register
Division of Corporations
November 8, 1996
Page 2

Thank you in advance for your cooperation in this matter.

With my best regards, I am

Very truly yours,


Wayne J. Sobien

WJS:dn

Enclosures

cc: Mr. Christopher M. Vozella (without enclosures)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 11, 1996

WAYNE J. SOBIEN
DEAN MEAD, SPIELVOGEL, ET AL
POST OFFICE BOX 541366
MERRITT ISLAND, FL 32954-1366

SUBJECT: CYBERCOMM INDUSTRIES, INC.
Ref. Number: W96000021619

We have received your document for CYBERCOMM INDUSTRIES, 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 designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular 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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 096A00046447

AFFIDAVIT

STATE OF FLORIDA:
COUNTY OF ORANGE:

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, this day personally appeared **CHRISTOPHER M. VOZELLA**, who, having been first duly sworn and cautioned, did on oath depose and say:

1. That I am **CHRISTOPHER M. VOZELLA**, I am more than eighteen (18) years of age, I am under no legal disability, and I am competent to give this Affidavit.

2. That I am Chairman/Vice President of **CYBERCOMM INDUSTRIES, INC.**, a Delaware corporation, authorized to transact business in the State of Florida as a foreign profit corporation.


3. That on August 23, 1996, **CYBERCOMM INDUSTRIES, INC.**'s, authority to transact business in the State of Florida as a foreign profit corporation was revoked for failure to file an annual report.

4. That **CYBERCOMM INDUSTRIES, INC.**, does not intend to file an annual report as a Delaware/foreign profit corporation in the State of Florida.

5. That **CYBERCOMM INDUSTRIES, INC.**, proposes to file, at this time, Articles of Incorporation to become a Florida profit corporation.

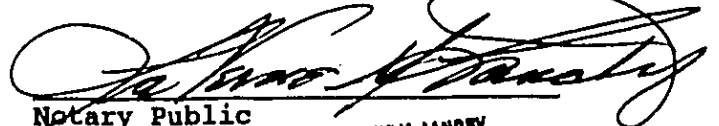
6. That **CYBERCOMM INDUSTRIES, INC.**, a Delaware/foreign profit corporation, does hereby relinquish all of its right to the name **CYBERCOMM INDUSTRIES, INC.**, to the proposed Florida corporation.

FURTHER, AFFIANT SAYETH NAUGHT.

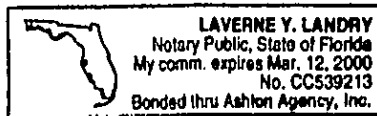

CHRISTOPHER M. VOZELLA, Affiant
Address: 4630 South Hampton Dr.
Orlando, FL 32812

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6 day of November, 1996, by CHRISTOPHER M. VOZELLA, as Chairman/Vice-President of CYBERCOMM INDUSTRIES, INC., who is personally known to me or who has produced Florida Drivers as identification.


Notary Public
Printed Name: LAVERNE Y. LANDRY
My Commission Expires: 3-12-2000

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**ARTICLES OF INCORPORATION
OF
CyberComm Industries, Inc.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 18 AM 11:33

ARTICLE I

The name of the Corporation is: **CyberComm Industries, Inc.**

ARTICLE II

This Corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

This Corporation is authorized to issue **TEN THOUSAND (10,000)** shares of \$1.00 par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office and principal office of this Corporation in the State of Florida shall be:

Name

Address

CHRISTOPHER M. VOZELLA

4630 South Hampton Drive
Orlando, FL 32812

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI

This Corporation shall have **TWO (2)** Directors initially. The number of Directors may be either increased or diminished from time

to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
CHRISTOPHER M. VOZELLA	4630 South Hampton Drive Orlando, FL 32812
JOHN C. ESTRADA	723 Oak Manor Circle Orlando, FL 32825

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

<u>Name</u>	<u>Address</u>
CHRISTOPHER M. VOZELLA	4630 South Hampton Drive Orlando, FL 32812

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation, to-wit:

A. The Board of Directors from time to time shall determine whether and to what extent, and at which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Shareholders, and no Shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the Shareholders.

B. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

C. The Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.

D. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the Corporation, or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director(s) of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

ARTICLE IX

A. Any person who is serving or has served as a Director or Officer of the Corporation or of any wholly-owned subsidiary hereof, or other corporation at the request of the Corporation, and the respective heirs or personal representatives of each of them, shall be indemnified by the Corporation against expenses, judgments, decrees, fines, penalties or amounts paid in settlement thereof in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such person is or may be made a party by reason of being or having been such Director or Officer; provided that, in the event any claim for reimbursement or indemnification hereunder is based upon a settlement, the reimbursement or indemnification herein provided shall only apply if the Board of Directors of the Corporation approves such settlement as being in the best interest of the Corporation, and provided further that the Directors, acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with any such action, suit or proceeding, is present, determine that such Director or Officer:

(1) Was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duties to the Corporation of which he is a Director or Officer; and

(2) Acted in good faith in what he reasonably believed to be the best interest of such Corporation; and

(3) In any matter where such Director was the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that his conduct was unlawful.

B. Any Director who is a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination and, if, for this reason, a quorum of the Directors cannot be obtained, such determination shall be made by three arbitrators who shall be selected by all of the Officers and Directors of the Corporation who are not parties to or threatened with any such action, suit or proceeding. If there are no Officers or Directors qualified to make such selection, the selection shall be made by the American Arbitration Association in accordance with its rules. Such indemnification shall not be deemed exclusive of any other right to which such Director or Officer may be entitled under the Articles of Incorporation, By-Laws, regulations or any agreement or policy of insurance purchased by the Corporation.

C. The Corporation will indemnify and save harmless any Officer, Director or employee who may, from time to time at the request of the Corporation, act as a guarantor or co-maker of any promissory note or surety bond written for the benefit of the Corporation. The indemnification by the Corporation will include all out-of-pocket costs properly substantiated, including reasonable attorneys' fees, as may be incurred by such party as an incident to his acting as such guarantor, surety or co-maker.

D. The Board may secure and maintain such policies of insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the Corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason of their being such Officer or Director.

ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree

to comply with the provisions of the Florida Statutes relative to keeping open said office.

Chris M. Vozella
CHRISTOPHER M. VOZELLA, Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1 day of August, 1996.

Chris M. Vozella
CHRISTOPHER M. VOZELLA, Incorporator

STATE OF FLORIDA :
COUNTY OF ORANGE:

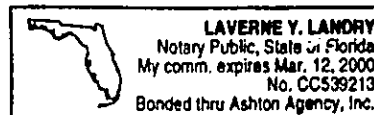
The foregoing instrument was acknowledged before me this 1 day of September, 1996, by CHRISTOPHER M. VOZELLA, who is personally known to me or who has produced Florida DRIVERS Lic as identification.

Laverne Y. Landry
Notary Public, State of Florida
at Large

LAVERNE Y. LANDRY

Print Name
Commission No. CC539213
My Commission Expires: 3-12-2000
(Seal)

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