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networks

PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

P960000096227

ACCOUNT NO. : 072100000032

REFERENCE : 168077 10690A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : November 26, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 168077-005

CUSTOMER NO: 10690A

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-11/26/96--01081--018  
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CUSTOMER: David N. Glassman, Esq  
WATSON SOILEAU DELEO & BURGETT

Suite C  
1970 Michigan Avenue  
Cocoa, FL 32922

DOMESTIC FILING

NAME: CYBER PROFESSIONALS, INC.

EFFECTIVE DATE:

X        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

  X          CERTIFIED COPY  
              PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

*Gmc 11/26/96*

FILED  
96 NOV 26 AM 11:45  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 NOV 26 AM 10:50  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
CYBER PROFESSIONALS, INC.

FILED  
95 NOV 26 AM 11:45  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Cyber Professionals, Inc.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 10,000,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1421 Victoria Boulevard, Rockledge, Florida 32955.

The name of the initial registered agent of this corporation at that address is Jeff H. Davison.

The principal office of this corporation is 1421 Victoria Boulevard, Rockledge, Florida 32955.

Article VII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are Jeff H. Davison, 1421 Victoria Boulevard, Rockledge, Florida 32955; and Donal O'Sullivan, 795 Hammond Drive, Apt. 1706, Atlanta, Georgia 30328.

Article VIII - Incorporator

The name and address of the person signing these articles is Jeff H. Davison, 1421 Victoria Boulevard, Rockledge, Florida 32955.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

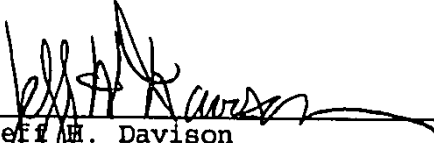
The corporation shall indemnify any officer or director, or any former officer or director, acting in the scope of his employment with Cyber Professionals, Inc. to the full extent permitted by law.

Article XII - Amendment

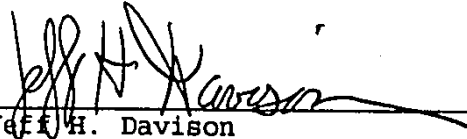
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

Article XIII - Acceptance of Registered Agent

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.

  
\_\_\_\_\_  
Jeff H. Davison  
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 25th day of November, 1996.

  
\_\_\_\_\_  
Jeff H. Davison  
Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation were sworn to and subscribed before me this 25th day of November, 1996, by JEFF H. DAVISON who is personally known to me or who has produced Florida Drivers License Number D125-428-56-229-0 as identification and who did did not take an oath.

Notary Public:



DAVID N GLASSMAN  
My Commission CC407755  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1555

*David N. Glassman*

Name: David N. Glassman  
State of Florida at Large (SEAL)  
My Commission Expires: