

P96000099661

December 3, 1996

Florida Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

300002027823--7
-12/12/96--01092--019
*****70.00 *****70.00

Attention: Betty

Ref: additional fees for incorporation

I spoke with Thomas Lumpkin, my attorney, this evening and he informed me that I need to send an additional \$70.00 to you for the incorporation of:
CyberForce, Inc.

Please find the check attached. Thank you for your kind assistance.

Please send confirmation to:

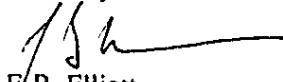
E.B. Elliott
The Farwell Group
One Alhambra Plaza, Suite 1425
Coral Gables, FL 33134

300002027823--7
-12/12/96--01092--020
*****52.50 *****52.50

Phone: (305) 529-4811

I look forward to hearing from you at your earliest convenience.

Sincerely,


E.B. Elliott

FILED
96 DEC 10 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THOMAS D. LUMPKIN, II

ATTORNEY AT LAW

515 GABLES INTERNATIONAL PLAZA

2555 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-0005

TELEFAX (305) 444-5366

November 27, 1996

HAND DELIVERY

Mr. Erwin Benham Elliott, III
The Farwell Group, Inc.
One Alhambra Plaza
Suite 1425
Coral Gables, FL 33134

Re: CyberForce, Inc.

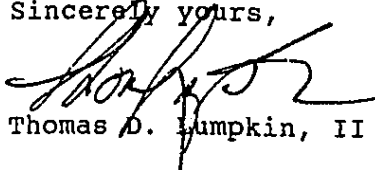
Dear Bay:

Enclosed are bare-bones Articles of Incorporation for CyberForce, Inc. They need to be signed by you in two (2) locations on page 2 and sent to the Florida Secretary of State with a check for \$35. If you want to get back a certified copy, increase the amount of the check by \$52.50. The Secretary of State's address at the Division of Corporations is P.O. Box 6327, Tallahassee, Florida 32314. For overnight mail, the address is 409 East Gaines Street, Tallahassee, Florida 32399.

To ensure that the Articles are stamped as filed on or before November 30, 1996, I recommend using a courier service in Tallahassee. Call CSC Networks at (800) 342-8086 and use my account number 81755A.

Call with questions.

Sincerely yours,


Thomas D. Lumpkin, II

TDL II:ps
Enclosure
FARWELL\BayCyber.Ltr

*Note: Please
send certified
copy to above
address.
Thank you
TDL*

W96-25299
855, 671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 5, 1996

ERWIN B ELLIOTT
ONE ALHAMBRA PLAZA, SUITE 1425
CORAL GABLES, FL 33134

SUBJECT: CYBERFORCE, INC.
Ref. Number: W96000025299

*\$52.50 check
underneath
letter sent
\$70.00 check is
on the way
BR 12/6/96*

We have received your document for CYBERFORCE, INC. and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent	
Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 796A00054535

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CYBERFORCE, INC.

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:

CYBERFORCE, INC.

The address of the principal office of this corporation shall be 1425 One Alhambra Plaza, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 1425 One Alhambra Plaza, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at that address is Erwin Benham Elliott, III.

ARTICLE V. TERM OF EXISTENCE

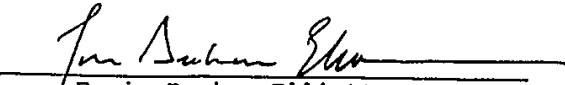
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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


Erwin Benham Elliott, III
1425 One Alhambra Plaza
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
as Incorporator of CyberForce, Inc. this 27nd day of November,
1996.


Erwin Benham Elliott, III

ACCEPTANCE BY REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Erwin Benham Elliott, III, 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.


Erwin Benham Elliott, III

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96 DEC 10 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA