

P96000101959

Chapter Number Cap

12-16-96 Mr Hecker

Requestor Name  
Jay Hecker  
Address  
2565 N.W. 74 Ave  
Miami, FL 33122  
City State ZIP Phone

477-2577

VALIDATION ONLY

700002032287--4  
-12/18/96-01018-013  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Cyberlinks for Cyberkids, Inc.

RECEIVED

96 DEC 18 AM 9:21

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 18 PM 12:53

FILED



Empire Toll Free: 1-800-432-3028

|  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation               | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
| <input type="checkbox"/> After 4:30                | <input type="checkbox"/> Mail Out        |   |

|                |
|----------------|
| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

CERTIFIED COPY

FILED  
96 DEC 18 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

CYBERLINKS FOR CYBERKIDS, Inc.

ARTICLE I. NAME

The name of this corporation shall be:

CYBERLINKS FOR CYBERKIDS, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the sale and distribution of various products and equipment, management of distributorship, franchising, import/export and in general engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

The corporation shall have the authority to issue 1000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder

shall have the right to dispose of such shares without any further restrictions. On the death of any shareholder, the corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued shall bear the following legend:

" These Shares Are To Be Held To Certain Transfer Restrictions Imposed By This Corporations Articles Of Incorporation. A Copy Of Which Is On File At This Corporation's Principle office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number directors on this corporation's Initial Board Of Directors shall be Three.

The number of directors may be increased or decreased from time to time, as provided in this corporation's by laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

ELISSA GERZOG 5090 SW 91 AVE., MIAMI, FL 33165

#### ARTICLE IX.

##### PRINCIPLE OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principle office shall

Articles Of Incorporation Of CYBERLINKS FOR CYBERKIDS, Inc.

be: 5090 SW 91 AVE., MIAMI, FL 33165 and the address of this corporation's initial registered office shall be:  
5090 SW 91 AVE., MIAMI, FL 33165.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:  
ELISSA GERZOG.

#### ARTICLE X. INCORPORATION

The name and address of the individual who shall serve as this corporation's incorporator is: ELISSA GERZOG.

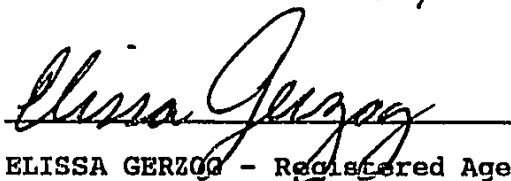
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



ELISSA GERZOG - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of CYBERLINKS FOR CYBERKIDS, I hereby state that i am familiar with and accept the duties an responsibilities as registered agent for CYBERLINKS FOR CYBERKIDS, Inc.




ELISSA GERZOG - Registered Agent

State Of Florida

County Of Dade

On 12.14.96, ELISSA GERZOG, designated above as the individual who shall serve as the corporation's initial registered agent and ELISSA GERZOG, who is acting as incorporator of this corporation, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of CYBERLINKS FOR CYBERKIDS, Inc.  
A FLORIDA DRIVER LICENSE G 622-208-49,600.

  
Notary Public

(Seal)

Commission Expires:

