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

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-03/10/97--01098--007
****122.50 ****122.50

Re: Cyber Spot, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,

William B. Faircloth

William Butler Faircloth
Cyber Spot
5187 N.W. 62nd Place
Ocala, FL 34482
352-351-8319

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 10 PM 12:56

3/17/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 10 PM 12:56

ARTICLES OF INCORPORATION
OF
CYBER SPOT, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be Cyber Spot, Inc.

The principal place of business of this corporation shall be at 5187 N.W. 62nd Place, Ocala, FL 34482.

ARTICLE II
ADDRESS

The address of the initial registered office of the corporation shall be 5187 N.W. 62nd Place, Ocala, FL 34482.

ARTICLE III
TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV
PURPOSE

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

ARTICLE V
OFFICERS AND BOARD MEMBERS

This corporation shall have three (3) officers initially. The name and street address of the initial officers and director, who shall hold office for the first year of the corporation, or until their successor(s) shall be elected or appointed, are:

PRESIDENT

HOME ADDRESS

William Butler Faircloth 5187 N.W. 62nd Place
Ocala, FL 34482

VICE PRESIDENT

Sheri J. Faircloth 5187 N.W. 62nd Place
Ocala, FL 34482

SECRETARY/TREASURER

Sheri J. Faircloth 5187 N.W. 62nd Place
Ocala, FL 34482

ARTICLE VI
CAPITOL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of one (1.00) Dollar per share.

ARTICLE VII
SUBSCRIBER

The name and address of the subscribers to these Articles of Incorporation are:

William Butler Faircloth
5187 N.W. 62nd Place
Ocala, FL 34482

Sheri J. Faircloth
5187 N.W. 62nd Place
Ocala, FL 34482

ARTICLE VIII
SPECIAL PROVISION

It is the intent of the incorporators that the Corporation shall qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as a Subchapter S Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto
set their hands and seals on this the 2TH day of
March, 1997.

William B. Faircloth
William Butler Faircloth
5187 N.W. 62nd Place
Ocala, FL 34482

Sheri J. Faircloth
Sheri J. Faircloth
5187 N.W. 62nd Place
Ocala, FL 34482

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned officer, authorized to
administer oaths and take acknowledgements, appeared
William B. Faircloth and Sheri J. Faircloth, who after
being duly sworn, depose and say that they are the
principal officers named in the above ARTICLES OF
INCORPORATION, and that the same were executed for the
intent and purpose therein stated.

SWORN TO before me this 2TH day of March, 1997.

Grace B. Dobbs
_____, Notary Public
State of Florida at Large



GRACE B. DOBBS
MY COMMISSION # CC480722 EXPIRES
AUGUST 29, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 10 PM 12:56

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

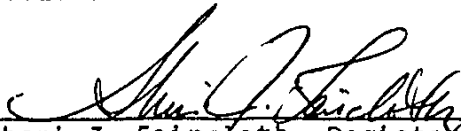
Certificate of Registered Agent
Of
CYBER SPOT, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 5187 N.W. 62nd Place, Ocala, Florida 34482 has named Sheri J. Faircloth located at the foresaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations for that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Sheri J. Faircloth, Registered Agent