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Robert W. Fontaine, II

PO Box 410937

Melbourne, Florida 32941-0937

407-752-4133 home /407-449-6122 pager/ 407-752-5615 facsimile

April 24, 1997

Division Of Corporations

PO Box 6327

Tallahassee, Florida 32314-6327

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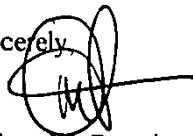
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

Enclosed is a check in the amount of \$122.50 along with articles of incorporation for, Bare Assets Cyber Club, Inc. Please file the articles accordingly and direct all correspondences to the above address

Thank you in advance for your cooperation in this matter

Sincerely,



Robert W. Fontaine, II

TALLAHASSEE, FLORIDA

97 MAY -1 AM 9:40

FILED

P. CHENGO

MAY 6 - 1997

*Bare Assets Cyber Club, Inc.*

**ARTICLES OF INCORPORATION  
OF  
*Bare Assets Cyber Club, Inc.***

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation (herein "CORPORATION") shall be

*Bare Assets Cyber Club, Inc.*

**ARTICLE II  
PURPOSE OF BUSINESS**

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLES III  
AUTHORIZED SHARES**

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 100,000 shares of common stock having a par value of \$0.10 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than par value of the stock so to be issued.

**ARTICLES IV  
TERM OF EXISTENCE**

The existence of this Corporation begin upon the filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

FILED  
97 MAY -1 AM 9:40  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

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

3 Annette Drive  
W. Melbourne, Florida 32904

The name of the initial registered agent of this Corporation at that address shall be:

Robert W Fontaine, II

**ARTICLE VII**  
**FIRST BOARD OF DIRECTORS**

The name and street address of the member of the first Board of Directors who shall hold office until his successor shall have been duly elected or appointed and have qualified is as follows:

Name:

Street Address:

Robert W Fontaine II

3 Annette Drive  
W. Melbourne, Florida 32904

**ARTICLE VIII**  
**INCORPORATOR**

The name and the street of the incorporator are as follows:

Name:

Street Address:

Robert W. Fontaine II


3 Annette Drive  
W. Melbourne, Florida 32904

**ARTICLE IX  
PRINCIPAL OFFICE**

The street and mailing address of the principal of the Corporation  
are:

3 Annette Drive  
Melbourne, Florida 32904

IN WITNESS WHEREOF, the undersigned has made and  
subscribed the Articles of Incorporation at Melbourne, Florida, for the uses and purposes  
aforesaid, this 26 MARCH, 97


A handwritten signature in black ink, appearing to be 'RW Fontaine', written over a horizontal line.

Robert W. Fontaine, II  
Incorporator

**STATE OF FLORIDA)  
COUNTY OF BREVARD)**

Before me personally appeared Robert Ward Fontaine II, well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledge before me according to law he made and executed the Articles of Incorporation as in incorporated of CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this 26 day March, 1997.

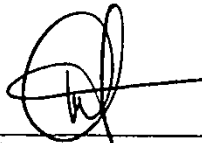
  
Notary Public



KRISTINA A. DEWEEES:  
MY COMMISSION # CC264857 EXPIRES  
March 26, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

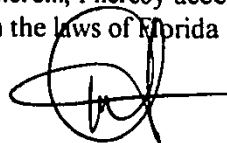
**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Bare Assets Cyber Club, Inc., having filed it's Articles of Incorporation contemporaneously herewithin, with it's registered office as indicated therein at 3 Annette Drive, W. Melbourne, Florida 32904, located thereat as its registered agent to accept service of process within this State.



Robert W Fontaine, II  
Incorporator

Having been named as registered agent to accept service of process for the above named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Robert W Fontaine, II  
Registered Agent

TALLAHASSEE, FLORIDA

97 MAY -1 AM 9:40

FILED