

Document Number On

PA 7000042056

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

400002179634--3
-05/15/97--01033--011
****157.50 *****52.50

700002175617--9
-05/13/97--01001--005
****70.00 *****70.00

A E R Cyber Holdings, Inc

Profit Articles

NonProfit

Amendment

Merger

Limited Liability Company

Dissolution/Withdrawal

Mark

Foreign

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of P.A.

Limited Liability Partnership

Fictitious Name

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5/12/97

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97 MAY 12 PM 3:21

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
A&R CYBERHOLDINGS, INC.

97 MAY 12 PM 4:13
FILED

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: A&R CYBERHOLDINGS, INC..

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 6600 SW 57TH AVENUE, MIAMI, FLORIDA 33143.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: TEN THOUSAND.

FOURTH: STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>RELATIVE RIGHTS</u>	<u>NUMBER OF SHARES</u>
COMMON CLASS A	VOTING	5,000
COMMON CLASS B	NON-VOTING	5,000

FIFTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

CONNIE BRYAN CT CORPORATION SYSTEM, 660 E. JEFFERSON ST., TALLAHASSEE, FLORIDA 32301

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 12th DAY OF MAY, 1997.

SIGNATURE/TITLE

Connie Bryan
CONNIE BRYAN, INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED May 12, 1997

BY Carol Bueh

JOEL DRYAN
SPECIAL ASSISTANT SECRETARY

(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)

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STATE
TALLAHASSEE, FLORIDA