



THE UNITED STATES
CORPORATION
COMPANY

P97000043615

ACCOUNT NO. : 072100000032

REFERENCE : 394691 6099A

AUTHORIZATION :

Patricia Pizotti

COST LIMIT : \$ 70.00

ORDER DATE : May 16, 1997

ORDER TIME : 9:48 AM

ORDER NO. : 394691-005

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

300002181433--7

DOMESTIC FILING

NAME: CYBERSPEED MEDIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
97 MAY 16 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
5-16-97

RECEIVED
97 MAY 16 AM 11:33

ARTICLES OF INCORPORATION
OF
CYBERSPEED MEDIA, INC.

FILED
97 MAY 16 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I
Name of Corporation

The name of this Corporation shall be CYBERSPEED MEDIA, INC. (the "Corporation").

ARTICLE II
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 1115 Lakeshore Drive, Suite 101, Lake Park, Florida 33403.

ARTICLE III
Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 515 North Flagler Drive, Suite 900, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Gregory Cook, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors maybe increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Craig Andrew Van Eaton	1115 Lakeshore Drive, Suite 101 Lake Park, Florida 33403
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Rodney John Halsey Butterfield	1115 Lakeshore Drive, Suite 101 Lake Park, Florida 33403
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ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.


ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles are as follows: Craig Andrew Van Eaton, 1115 Lakeshore Drive, Suite 101, Lake Park, Florida 33403.

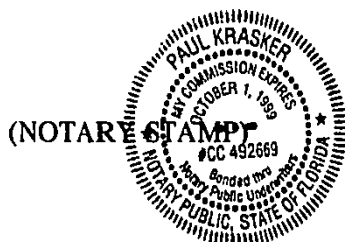
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 15th day of May, 1997.

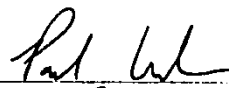


Craig Andrew Van Eaton

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

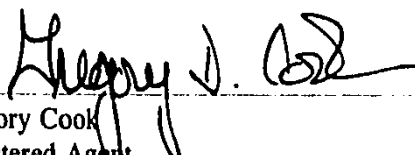
The foregoing instrument was acknowledged before me this 15th day of May, 1997, by
Craig Andrew Van Eaton, as Incorporator of Cyberspeed Media, Inc., on behalf of the
Corporation, and he is personally known to me, or has produced FL License # V535-101-63-277-0 as
identification and did take an oath.





Notary Name: Paul Krasker
Notary Public
Serial (Commission) Number
(if any) _____

I hereby accept appointment as Registered Agent of CYBERSPEED MEDIA, INC. as provide in
Article VII, hereof.



Gregory Cook
Registered Agent



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 395060 91003A

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Piquero

ORDER DATE : May 16, 1997

ORDER TIME : 11:42 AM

ORDER NO. : 395060-005

CUSTOMER NO: 91003A

CUSTOMER: Mr. Ronald C. Bourret
UNITED BUSINESS CONSULTANTS

700002181557--9

Suite 200
201 Park Place
Altamonte Spgs, FL 32701

DOMESTIC FILING

NAME: CHASE 'N' LILIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATION DIVISION
97 MAY 19 10
RECEIVED
1411

EFFECTIVE DATE
5/14/97

**ARTICLES OF INCORPORATION
OF
CHASE 'N' LILIES, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the Corporation and its place of business are:

**CHASE 'N' LILIES, INC.
939 East Altamonte Drive
Altamonte Springs, Florida 32701**

The registered office is located at:

**CHASE 'N' LILIES, INC.
% Kristie W. Smith
706 Seagull Avenue
Altamonte Springs, Florida 32701**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is ONE THOUSAND (1,000) which shall have a par value of ONE DOLLAR (\$1.00) each. Each share shall have one vote on all business affairs of the Corporation, as designated in the By-Laws.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of the corporation shall be the date of subscription and acknowledgment (notarization).

ARTICLE V OFFICERS & DIRECTORS

The name and street address of the initial officer and director is:

**Kristie W. Smith
706 Seagull Avenue
Altamonte Springs, Florida 32701**

The Officers of this Corporation shall be the officers of President, Vice President, Secretary and Treasurer. The first Board of Directors, and designated Officers shall hold office for the first year of existence of the Corporation or until their successors are elected, qualified and sworn to uphold the By-Laws of the Corporation.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

**Kristie W. Smith
706 Seagull Avenue
Altamonte Springs, Florida 32701**

ARTICLE VII BY-LAWS

The Board of Directors or their designees shall enact a set of By-Laws in which to govern the business affairs of the Corporation within three (3) months of the first Directors coming to office. Once ratified by a majority of all shareholders, any change or amendment will require a majority vote of the voting shareholders attending the annual or special meeting called for this purpose.

ARTICLE VIII AMENDMENTS

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders meeting by majority of the stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 1997.

Signature of Incorporator:



Kristie W. Smith

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

CHASE 'N' LILIES, INC.

- 2: The name and address of the registered agent and registered office is:

**Kristie W. Smith
706 Seagull Avenue
Altamonte Springs, Florida 32701**

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Kristie W. Smith
(Registered Agent)

DATE

May 14, 1997

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

THE FOREGOING instrument was acknowledged and sworn to before me this ____ day of May, 1997, by Kristie W. Smith, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal on the county and state last aforesaid this 14th day of May, 1997.



Ronald C. Bourret
My Commission CC881782
Expires Sep. 02, 2000

Notary Public

Ronald C. Bourret