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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: C.M. GABLES TWO, INC.

AUDIT NUMBER.....H97000008385

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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H97000008385 ARTICLES OF INCORPORATION

OF

C.M. GABLES TWO, INC.

ARTICLE I - NAME

The name of this corporation is C.M. GABLES TWO, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

6431 Cow Pen Road
Miami Lakes, FL 33014

David Shear, Esq.
Fla. Bar No. 300799

(305) 982-1555

FIELDSTONE, LESTER & SHEAR

First Union Financial Center
200 South Biscayne Blvd., Ste. 2100
Miami, Florida 33131

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and the name and address of the initial registered agent of this corporation is:

Name	Address
David Shear	c/o Fieldstone Lester & Shear 200 South Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Oded Meltzer	6431 Cow Pen Road Miami Lakes, FL 33014
Martin Comart	6431 Cow Pen Road Miami Lakes, FL 33014

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
David Shear	c/o Fieldstone Lester & Shear 200 South Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE IX - BY-LAWS

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

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ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of May, 1997.



David Shear
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared David Shear, who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of May, 1997.

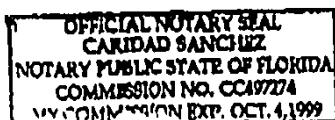


Signature

CARIDAD SANCHEZ

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

C.M. GABLES TWO, INC.

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

David Shear
c/o Fieldstone Lester & Shear
200 South Biscayne Boulevard
Suite 2100
Miami, Florida 33131



David Shear

Title: Incorporator

Date: May 20, 1997.

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97 MAY 21 AM 11:57
TALLAHASSEE, FLORIDA

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



David Shear

Date: May 20, 1997.

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VICON INTERNATIONAL
CONSULTING SERVICES, INC.

1020 N.W. 6th Street, Bldg. H & I
Deerfield Beach, Florida 33442



May 14, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002183537--9
-05/19/97--01139--017
*****70.00 *****70.00

RE: MULTI CYBER SYSTEMS CORP

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for the filing fee in the amount of \$70.00.

PLEASE RETURN THE STAMPED COPY OF ARTICLES TO:

**STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAY 19 1997

JS/2/97

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAY 1997

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MULTI CYBER SYSTEMS CORP

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1650 S. DIXIE HWY
BOCA RATON, FL 33432**

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any time is:

ONE THOUSAND (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

ARTICLE V OFFICERS AND DIRECTORS

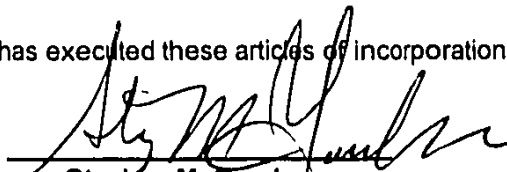
President: Paul Mangione; Sec/treas: Sharlene Hammett
Address: 1650 S. Dixie Hwy, Boca Raton, FL 33432

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

The undersigned incorporator has executed these articles of incorporation the 5th day of May, 1997.



Stephen M. Goodman

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Multi Cyber Systems Corp

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

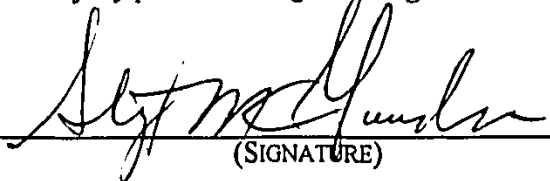
Stephen M. Goodman
(NAME)

1020 NW 6th St, Bldg H&I
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Deerfield Beach, FL 33442
(CITY/STATE/ZIP)

FILED
STATE
SECRETARY OF
CORPORATIONS
TALLAHASSEE, FL

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

5.5.97
(DATE)