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May 15, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

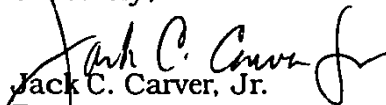
RE: CyberNet Chamber of Commerce, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check for \$70.00 for the registration fee.

Should you have any questions, please contact me at my address below.

Sincerely,



Jack C. Carver, Jr.
Director
CYBERNET CHAMBER OF COMMERCE, INC.

5100 S. Cleveland Ave.
Suite 318-181
Ft. Myers, FL 33907

(941) 482-6006
fax (941) 489-1775

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97 MAY 27 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FOR THE
CyberNet Chamber of Commerce, Inc.

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

ARTICLE I -- NAME

The name of the corporation shall be: CyberNet Chamber of Commerce, Inc.

ARTICLE II -- PRINCIPAL OFFICE

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

5100 S. Cleveland Ave.
Suite #318-181
Fort Myers, FL 33907

ARTICLE III -- SHARES

The corporation is authorized to issue 100 shares (one hundred) of \$1.00 Dollars (one dollar) par value Common Stock, which shall be designated "Common Shares."

ARTICLE IV -- DURATION

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

ARTICLE V -- PURPOSE

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

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

Jack C. Carver, Jr.
5100 S. Cleveland Ave.
Suite #318-181
Fort Myers, FL 33907
1/941-482-6006

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ARTICLE VII -- INCORPORATORS

This corporation shall have three (3) 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 (1). The names and addresses of the initial directors of the corporation are as follows:

Jack C. Carver, Jr.
630 Astarias Circle
Fort Myers, FL 33919
1/941-482-6006

Craig A.P. Henderson
2400 Sunrise Blvd.
Fort Myers, FL 33907
1/941-275-3874

Michael C. Pareigis
2203 Pinewoods Circle
Naples, FL 34105
1/941-998-9070

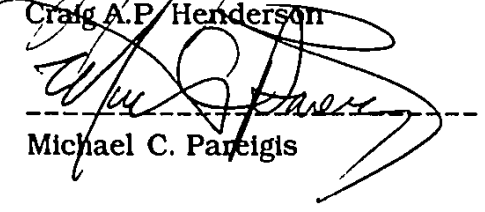
The undersigned incorporators have executed these Articles of Incorporation this 15th day of May 1997.



Jack C. Carver, Jr.



Craig A.P. Henderson



Michael C. Pareigis

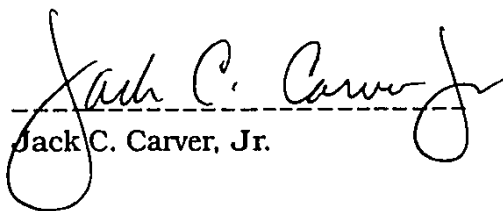
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: **CyberNet Chamber of Commerce, Inc.**
2. The name and address of the registered agent and office is:

Jack C. Carver, Jr.
5100 S. Cleveland Ave.
Suite #318-181
Fort Myers, FL 33907
1/941-482-6006

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.



Jack C. Carver, Jr.

Date 5/20/97

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97 MAY 27 AM 8:25
STATE
TALLAHASSEE, FLORIDA