

PA7000091880

CYBER-WORKS USA, INC.
4816 S.W. 23RD AVENUE
CAPE CORAL, FLORIDA 33914

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

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Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.


Enclosed are the following papers, together with my check:

- a. Original and one copy of Certificate of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

Very truly yours,


SCOTT S. FRIGA
PRESIDENT
CYBER-WORKS USA, INC.

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21, AM 10:30

10/27/97

ARTICLES OF INCORPORATION
OF

CYBER-WORKS USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 AM 10:30

ARTICLE I. CORPORATION NAME

The name of the corporation is:
CYBER-WORKS USA, INC.

The address of the corporation is:

4816 S.W. 23RD AVENUE
CAPE CORAL, FLORIDA 33914

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1. (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

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

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

SCOTT S. FRIGA
4816 S.W. 23RD AVENUE
CAPE CORAL, FLORIDA 33914

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and the street address is:

SCOTT S. FRIGA
4816 S.W. 23RD AVENUE
CAPE CORAL, FLORIDA 33914

The person named as the initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

SCOTT S. FRIGA
4816 S.W. 23RD AVENUE
CAPE CORAL, FLORIDA 33914

ARTICLE IX. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 22nd day of September, 1977.


SCOTT S. FRIGA
INCORPORATOR

BEFORE ME, a Notary Public, personally appeared SCOTT S. FRIGA, known to be the person described as INCORPORATOR, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 22nd day of September, 1977.

My commission expires:


NOTARY PUBLIC



ELEANOR JANE FUNK
My Commission CC318480
Expires Sep. 23, 1987
Bonded by HAI
800-422-1835

I hereby am familiar with and accept the duties and responsibilities as
Registered Agent for CYBER-WORKS USA, INC.


SCOTT S. FRIGA
REGISTERED AGENT

BEFORE ME, a Notary Public, personally appeared SCOTT S. FRIGA, to me
known to be the person described as Registered Agent and who executed the
foregoing instrument and he acknowledged before me that he executed the
same.

WITNESS, my hand and official seal this 22nd day of September,
19 97

My Commission Expires:



NOTARY PUBLIC



ELEANOR JANE FUNK
My Commission CC318480
Expires Sep. 23, 1997
Bonded by HAI
800-422-1855

CYBER-WORKS USA, INC.
4816 S. W. 23RD AVENUE
CAPE CORAL, FLORIDA 33914

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

First: That CYBER-WORKS USA, INC., is desiring to organize or
qualify under the law of the State of Florida with its principal place of
business at 4816 S.W. 23RD AVENUE, CITY OF CAPE CORAL, STATE OF
FLORIDA, 33914, has named SCOTT S. FRIGA, located at 4816 S.W. 23RD
AVENUE, CAPE CORAL, FLORIDA 33914, as its agent to accept service of process
within Florida.


SCOTT S. FRIGA
PRESIDENT

9/22/97

DATE

Having been named to accept service of process for the above state
corporation, at the place designated in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


SCOTT S. FRIGA
REGISTERED AGENT

9/22/97

DATE