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98 OCT 19 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE:

0150.4207

DATE:

10-19-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Cybernetic Systems International,
Inc.

STATE FEES PREPAID WITH CHECK #

3441

FOR \$

78.75

PLEASE FILE:

900002666539--9

-10/19/98--01037--001

*****78.75 *****78.75

☒ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☐ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE

☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

Examiner's Initials

RECEIVED
98 OCT 19 AM 10:23
FILE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 19, 1998

CORPORATE CRIMINAL RESEARCH SERVICES

SUBJECT: CYBERNETIC SYSTEMS INTERNATIONAL, INC.
Ref. Number: W98000023678

We have received your document for CYBERNETIC SYSTEMS INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 898A00051555

ARTICLES OF INCORPORATION

OF

CYBERAMERICA, INC.

ARTICLE I

The name of the corporation is CYBERAMERICA, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Suite 1660, Miami, Florida 33131-3258.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 1660, City of Miami, County of Dade, State of Florida 33131 and the name of its initial registered agent at such office is Jorge Scholnik.

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ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Jorge Schcolnik
Claudio Mendoza

ARTICLE VII

The name of the Incorporator is Jorge Schcolnik and the address of the Incorporator is 1221 Brickell Avenue, Suite 1660, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

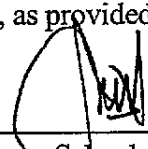
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 15th day of October, 1998.



Jorge Schcolnik, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CYBERAMERICA, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Jorge Schcolnik
Registered Agent

Dated: October 16, 1998

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