

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4001

From:

Account Name : PEREZ, BEHAR & ASSOCIATES, INC.
Account Number : I19980000081
Phone : (305) 949-4838
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FLORIDA PROFIT CORPORATION OR P.A.

cybercloseout.com,inc.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1998

PEREZ, BEHAR & ASSOCIATES, INC.

SUBJECT: CYBERCLOSEOUT.COM, INC.
REF: W98000027088

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
cybercloseout.com,inc.**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations this 20th day of November, 1998.

ARTICLE I

The name of this corporation shall be:

cybercloseout.com, inc.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100,000 shares of stock, all of one class, with \$.001 par value.

ARTICLE IV

The corporation shall begin with \$ 100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:

501 Brickell Key Drive, Suite 504
Miami, FL 33131

Prepared by:
Perez, Behar & Assoc., Inc.
14730 N. E. 10th Avenue
N. Miami, FL 33161

305-944-4738

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ARTICLE VII

The number of directors constituting its initial Board of Directors is (1) whose name(s) and address(es) is (are):

Karen L Varela
501 Brickell Key Drive # 504
Miami, FL 33131
Director

ARTICLE VIII

The name and address of the subscriber is:

Karen L Varela
501 Brickell Key Drive # 504
Miami, FL 33131


ARTICLE IX

The permanent agent and address for the corporation shall be:

Osmond C Howe JR.
Howe, Robinson & Watkins, LLP
501 Brickell Key Drive # 504
Miami, FL 33131

ARTICLE X

Shareholders shall be entitled to preemptive rights.


Karen L Varela

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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 cybercloseout.com, inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA HAS NAMED OSMOND C HOWE JR., HOWE, ROBINSON & WATKINS, LLP. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Karl L. Val

Title: DIRECTOR

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: OSMOND C HOWE, JR.

Date: 11-20-98

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