

VINCENT VICTOR VERSURAH, JR., J.D.

Attorney and Counselor At Law

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P98000104367

February 2, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/14/98--01117--008
*****78.75 *****78.75

Re: CYBERAGE ENTERPRISES, INC.

EFFECTIVE DATE

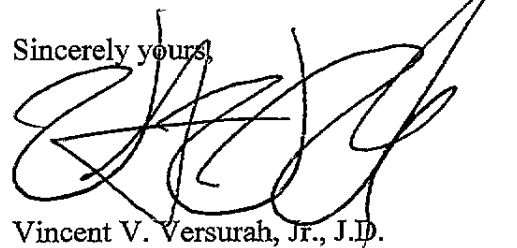
Dear Sir or Madam,

1-1-99

Attached please find the Articles of Incorporation of CYBERAGE ENTERPRISES, INC. and a check for the filing fees in the amount of \$78.75. Please cause same to be filed at your earliest convenience and return a certified copy of same to my attention.

Thank you in advance for your courtesies in this regards.

Sincerely yours,



Vincent V. Versurah, Jr., J.D.

Attachments: One
Copy: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SD
12/15

ARTICLES OF INCORPORATION
OF
CYBERAGE ENTERPRISES, INC.

* * * * *

The undersigned incorporator of CYBERAGE ENTERPRISES, INC., pursuant to the Florida General Corporation Act, as amended, adopts the following Articles Of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE

1-1-99

The name of this corporation is CYBERAGE ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation is to commence as of January 1, 1999..

ARTICLE III. DURATION

The corporation shall have a perpetual existence.

ARTICLE IV. PURPOSE

The purpose of this corporation is to engage in any and all business activities as may be allowed under the laws of the United States of America and the State of Florida.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock. The consideration to be paid for each share will be as fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

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TALLAHASSEE, FLORIDA

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. If this preemptive right is not exercised within thirty (30) days of receipt of a notice in writing from the corporation by purchase for cash, this right shall be deemed waived.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal registered office of the corporation is 9401 Grandfield Road, Apartment A, Thonotosassa, Florida 33592, and the name of the initial registered agent of the corporation at that address is Charles T. Matson. The mailing address of the corporation is Post Office Box 427, Thonotosassa, Florida 33592.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is Charles T. Matson, 9401 Grandfield Road, Apartment A, Thonotosassa, Florida 33592.


ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Charles T. Matson, Grandfield Road, Apartment A, Thonotosassa, Florida 33592.

ARTICLE X. BY-LAWS

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 11th day of December, 1998.


Charles T. Matson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 11th day of December, 1998, by Charles T. Matson who is personally known to me or who has produced identification in the form of a Florida Driver's License, which was examined by me, and who did take an oath and acknowledged that he is the person who executed the foregoing instrument.



Juanita B. Howard
Signature of Notary Public or other
person taking acknowledgments

Juanita B. Howard

Fl. Dr Lic # M 325-158-42-310-0

Typed, printed or stamped name of
person taking acknowledgments

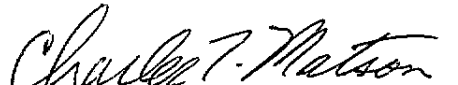
Custom Service
Title or rank
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

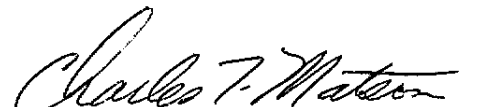
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

1. That CYBERAGE ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its registered office at 9401 Grandfield Road, Apartment A, Thonotosassa, Florida 33592, has named Charles T. Matson, located at that address, as its agent to accept service of process within Florida.


Charles T. Matson

Date: December 11, 1998

2. That having been named to accept service of process for CYBERAGE ENTERPRISES, INC., 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.


Charles T. Matson

Date: December 11, 1998

This Document was prepared by Vincent V. Versurah, Jr., J.D., Post Office 11537, Tampa, Florida 33680-1537, 813.988.9240, Florida Bar Number 242128