

P98000104699

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cena Cyber Stars, Inc

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Signature _____

Requested by: AS

Name

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Walk-In _____

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- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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FILED
IN CLERK OF STATE
DIVISION OF CORPORATIONS

DEC 17 1998

ARTICLES OF INCORPORATION

OF
Cena Cyber Stars, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: Cena Cyber Stars, Inc.

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business(es), proposed object(s), and/or purpose(s) to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be:

- A. Independent contractor for the purpose(s) of taking orders for various companies over the telephone, internet, etc.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business(es), purpose(s), or object(s) of, or attaining to the business(es), purpose(s), or object(s) of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be 100 shares at \$1.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for such consideration as may be determined from time to time by the

Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

Directors

The business(es), purposes(s), and object(s) of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of One (1) Director who shall act as its Chairmen and who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) is:

- | | |
|-------------------------------|-------------------------------|
| 1. Darci Cena | 2. John G. Cena |
| 6815 S.W. 15th Street | 6815 S.W. 15th Street |
| Pembroke Pines, Florida 33023 | Pembroke Pines, Florida 33023 |

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit

and/or furtherance of the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However; the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection(s) of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The name(s) and address(es) of the initial Officers is:

- | | |
|---|--|
| 1. Darci Cena-President
6815 S.W. 15th Street
Pembroke Pines, Fl. 33023 | 2. John G. Cena-Vice President
6815 S.W. 15th Street
Pembroke Pines, Fl. 33023 |
|---|--|

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 6815 S.W. 15th Street, Pembroke Pines, Florida 33023. The Board of Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

ARTICLE VIII

Subscriber

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of

Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

	<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
1.	Darci Cena 6815 S.W. 15th Street Pemborke Pines, Fl. 33023	60	\$1.00 dollar
2.	John G. Cena 6815 S.W. 15th Street Pembroke Pines, Fl. 33023	40	\$1.00 dollar

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE XI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of one) of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XIII

ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned has

have made, subscribed to, executed, and acknowledges these
ARTICLES OF INCORPORATION this 9 day of December,
A.D., 1998.

Darci Cena
Darci Cena - Incorporator

John G. Cena
John G. Cena - Incorporator

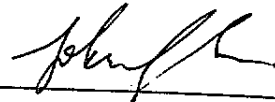
A F F I D A V I T

STATE OF FLORIDA }

COUNTY OF BROWARD }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, John G. Cena .
the undersigned officer duly authorized to administer oaths
and take acknowledgements to me well known and known to me to be
the person described in, and who signed and executed the foregoing
ARTICLES OF INCORPORATION, and acknowledged the execution thereof
to be her free act and deed for the uses, purposes, and objects
therein mentioned .



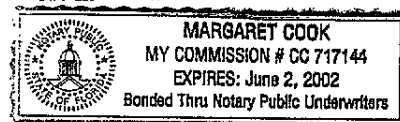
John G. Cena-Incorporator
Vice President

The foregoing instrument was acknowledged before me this 9th
day of December, 1998, by John G. Cena , who is personally
known to me or who has produced a Florida driver's license as
identification and who did take an oath.

Sign: Margaret Cook

Print: Margaret Cook

Notary Public, State of Florida
My Commission Expires: 6/2/2002



A F F I D A V I T

STATE OF FLORIDA }

COUNTY OF BROWARD }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, Darci Cena the undersigned officer duly authorized to administer oaths and take acknowledgements to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be her free act and deed for the uses, purposes, and objects therein mentioned .

Darci Cena
Darci Cena-Incorporator
President

The foregoing instrument was acknowledged before me this 9th day of 9th Dec, 1998, by Darci Cena , who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Sign: Margaret Cook

Print: Margaret Cook

Notary Public, State of Florida
My Commission Expires: 6/12/2002



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

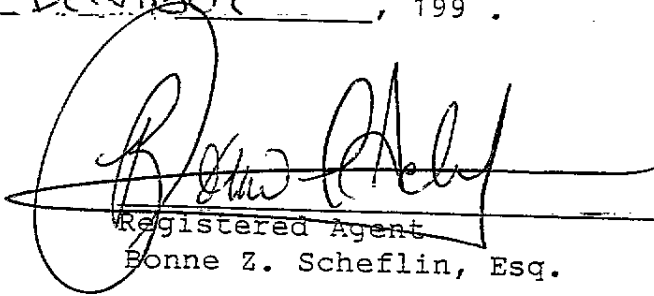
The name of the corporation is:

The name and address of the registered agent and office is:

BONNE Z. SCHEFLIN, ESQ.
The Centre Building
9900 Stirling Road
Suite 205
Cooper City, Florida 33024

Having been named as registered and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 10th day of December, 199 .


Registered Agent
Bonne Z. Schefflin, Esq.

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