

P4900024846

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** CYBERFIELDS Inc.  
(Proposed corporate name - must include suffix)

500002804375--5  
-03/12/99--01078--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** ANTHONY J. MORALE  
Name (Printed or typed)

1433 NE 5th TERRACE  
Address

FT. LAUDERDALE FL., 33304  
City, State & Zip

954-761-2383 or 954-804-8163  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:27

**NOTE:** Please provide the original and one copy of the articles.

3-18  
405

## ARTICLES OF INCORPORATION

### **"CYBERFIEDS" Inc.**

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DIVISION OF CORPORATIONS  
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The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation :

FIRST : The name of the corporation is **"CYBERFIEDS" Inc.**

SECOND : The period of duration of the corporation is perpetual.

THIRD : The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state (Florida).

FOURTH : Authorized Shares.

**Number.** The aggregate number of shares that the corporation shall have the authority to issue is 10,000 shares of Capital Stock with a par value of one dollar (\$1) per share.

**Initial Issue.** 1000 shares of Capital Stock of the corporation shall be issued for cash, property or services at a par value of one (\$1) dollar per share.

**Stated Capital.** The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**Dividends.** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of Capital Stock of the corporation.

**No classes of stock.** The shares of Capital Stock are not to be divided into classes of stock.

**No shares in series.** The corporation is not authorized to issue shares in series.

**FIFTH :** The initial street address of the principal office in Florida and the initial registered office is :

***1433 NE 5th TERRACE,  
FT. LAUDERDALE,  
FLORIDA, 33304.***

The name of the initial registered agent is :

***ANTHONY J. MORALE***

**SIXTH :** The initial Board of Directors shall consist of one member, who need not be resident of the State of Florida or shareholder of the corporation.

**SEVENTH :** The initial registered agent shall serve as Director until the first annual meeting of shareholders , or until their successors have been elected.

**EIGHTH :** The names and addresses of the initial incorporators are as follows:

***ANTHONY J. MORALE***

**NINTH :** Two-thirds of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of share holders. Two-thirds consent of all shareholders present at such meeting shall be required for any shareholder action.

**TENTH :** The shareholders reserve unto themselves the power to amend the bye-laws of the corporation with not less than a two-thirds vote of the outstanding shares of common stock, or by written consent of all shareholders.

**ELEVENTH :** The shareholders reserve unto themselves the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a two-thirds vote of the outstanding shares.

**TWELFTH:** Shareholders Rights :

(a) Shareholders of the corporation shall have pre-emptive rights to acquire their pro-rata share of stock of the corporation for all future issues of any class of stock of the corporation , for whatever consideration is contemplated to be received by the corporation , including but not limited to cash, other property or services, the acquisitions of other corporations' shares, or property through merger or extinguishment of debts. Pre-emptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares including the reissuance of Treasury Stock.

(b) This right shall be deemed to be waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of notice writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of the notice from the corporation.

(c) The corporation shall have the right to purchase those shares not pre-emptively bought by any or all shareholders within their thirty day pre-emptive right period. This shall exist thirty days after the termination of the shareholders' pre-emptive right period.

(d) No issue of stock of the corporation shall take place unless the price at which stock is to be issued shall be approved by a two-thirds vote of all outstanding shares of the corporation.

(e) This article pertaining to pre-emptive rights may not be amended or deleted without unanimous vote of the shareholders of each affected class of stock.

(f) These pre-emptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

**THIRTEENTH:** The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplies by the number of shares, to distribute among them as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice-president of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

**END OF ARTICLES OF INCORPORATION**

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized under the laws of 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 : **"CYBERFIELDS" Inc.**

The name and address of the initial registered agent is :  
**ANTHONY J. MORALE  
1433 NE 5th TERRACE,  
FT. LAUDERDALE,  
FLORIDA, 33304.**

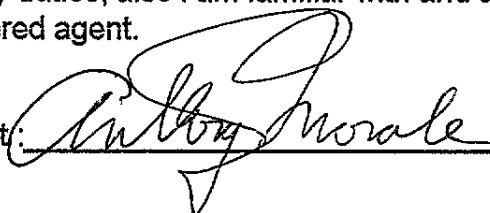
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DIVISION OF CORPORATIONS  
99 MAR 12 PM 1:34

The location of the registered office is :

**1433 NE 5th TERRACE,  
FT. LAUDERDALE,  
FLORIDA, 33304**

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


Signature of Agent:



Date :

3/3/1999

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of these  
ARTICLES of INCORPORATION at my office 1107 ne 7th AVENUE , FT. LAUDERDALE  
FL. 33304 . on the 3 rd day of MARCH 1999.

  
Anthony J. Morale , -- Incorporator

**STATE OF FLORIDA**  
**COUNTY OF BROWARD**

Before me, the undersigned authority, personally appeared Anthony J. Morale, who is to  
me will known to be the person described in and who subscribed the above ARTICLES  
of INCORPORATION , and they did freely and voluntarily acknowledge before me  
according to the law therein mentioned and set forth.

**NOTARY**

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at my office  
1107 ne 7th AVENUE , FT. LAUDERDALE FL. 33304 . on the 3 rd day of MARCH  
1999 , in said County and State on this day.

**SEAL :**

Signature :

