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LAW OFFICE
JOSEPH M. BALOCCO, P. A.
1323 SE Third Avenue
Fort Lauderdale, Florida 33316

JOSEPH M. BALOCCO
THOMAS T. COON, JR.

Telephone: (954) 764-0005
Facsimile: (954) 764-1478

April 3, 1998

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-05/10/99--01116--019
122.50 **78.75

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

RE: MY CYBER AGENT, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above proposed corporation.

If same meets with your approval, I would ask that you please file the original, endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 made payable to "Department of State" is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely yours,

JOSEPH M. BALOCCO, P.A.

By: 

Thomas T. Coon, Jr.

Enclosures

FILED
99 MAY 10 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
MY CYBER AGENT, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: MY CYBER AGENT, INC. The principal address of the corporation is 900 River Reach Drive, Unit 407, Fort Lauderdale, FL 33315.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 900 River Reach Drive, Unit 407, Fort Lauderdale, FL 33315, and the name of the initial registered agent of this corporation at that address is: Matthew C. Gilbert.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:

ADDRESS:

MATTHEW C. GILBERT

900 RIVER REACH DRIVE, UNIT 407
FORT LAUDERDALE, FLORIDA 33315

DONALD J. GILBERT

900 RIVER REACH DRIVE, UNIT 407
FORT LAUDERDALE, FLORIDA 33315

ARTICLE VIII - INCORPORATOR

The name and address of each person signing these Articles is:

NAME:

ADDRESS:

MATTHEW C. GILBERT

900 RIVER REACH DRIVE, UNIT 407
FORT LAUDERDALE, FLORIDA 33315

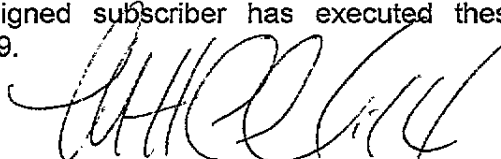
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of May, 1999.



MATTHEW C. GILBERT (Subscriber)

STATE OF FLORIDA
COUNTY OF BROWARD


Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MATTHEW C. GILBERT known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation or who produced a valid Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 7th day of May, 1999.

My Commission Expires:



NOTARY PUBLIC

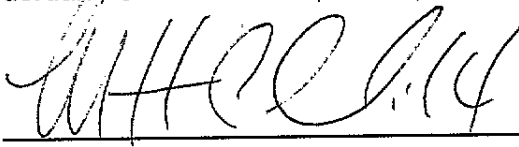
 Thomas T. Coon, Jr
My Commission CC768540
Expires August 23, 2002

**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 MY CYBER AGENT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 900 River Reach Drive, Unit 407, City of Fort Lauderdale, State of Florida, 33315, has named Matthew C. Gilbert, located at 900 River Reach Drive, Unit 407, City of Fort Lauderdale, State of Florida, 33315, as its agent to accept service of process within Florida.

Signature



Title

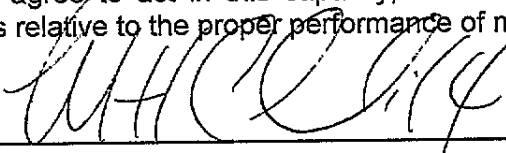
PRESIDENT

Date

7 MAY 1999

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 performance of my duties.

Signature



Date

7 MAY 1999

FILED
99 MAY 10 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA