

P990000073419

JOHN F. TOLSON, JR.

ATTORNEY AT LAW
2301 Park Avenue, Suite 406
Orange Park, Florida 32073

REPLY TO:
P.O. BOX 655
ORANGE PARK, FL 32067-0655

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August 11, 1999

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-08/12/99-01093-015
****122.50 *****78.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: CYBER VILLAGER, INC.

Dear Sirs:

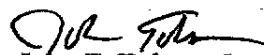
Enclosed are the original Articles of Incorporation for the above corporation and my trust account check #2941 in the amount of \$122.50 to cover costs as follows:

1. \$35.00 filing fee
2. \$35.00 designation of Registered Agent
3. \$52.50 certified copy of Certificate of Corporation

Please return the Certified Copy of the Articles in the self addressed stamped envelope provided herein.

If you have any questions, please give me a call.

Very truly yours,


John F. Tolson, Jr.

JFT,Jr./sgm
Enclosures

FILED
99 AUG 12 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SectyState

G. GALLMON-CASE
AUG 17 1999

OK
9/05

ARTICLES OF INCORPORATION
OF
CYBER VILLAGER, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of this corporation shall be:

CYBER VILLAGER, INC

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Office

2606 Shenandoah Dr. S.
Orange Park, Fla 32065

Mailing Address

2606 Shenandoah Dr. S.
Orange Park, Fla 32065

ARTICLE III - Capital Stock

Stock structure - Common and preferred - No Par value

(A) This corporation is authorized to issue two classes of shares of stock to be designated as "preferred" and "common," respectively; the total number of shares that may be issued by this corporation is 15,000,000 shares without nominal or par value, 5,000,000 shares to be preferred shares and 10,000,000 shares to be common shares. All or any part of the shares of the common and preferred capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations of each:

1. The Board of Directors may, except as otherwise provided below, by resolution from time to time classify or reclassify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the

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CYBER VILLAGER, INC.

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number and designation of any series of classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund which may be provided for such shares of Preferred Stock.

2. No holder of stock of the Corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or hereafter authorized to be issued, or shares thereof, held in the treasury of the Corporation or securities convertible into stock, whether issued for cash or other consideration or by way of dividend or otherwise.

3. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the holders of the Preferred Stock shall be entitled to receive in cash for each preferred share, the amount determined by the Board of Directors prior to the issuance of said Stock for said preferred Stock upon dissolution, together with an amount in cash equal to accrued and unpaid dividends thereon to the date of such payment, before any distribution of the assets of the Corporation shall be made to the holders of Common Stock. After such payment shall have been made in full to the holders of the outstanding Preferred Stock or funds necessary for such payment shall have been set aside in trust for the account of the holders of the outstanding Preferred Stock so as to be and continue available therefor, the holders of the outstanding Preferred Stock shall be entitled to no further participation in such distribution of the assets of the Corporation and the remaining assets of the Corporation shall be divided and distributed among the holders of the Common Stock then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the Corporation distributable as aforesaid amount the holders of the Preferred Stock shall be insufficient to permit the payment to them of such amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the Corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of the Corporation of any class, shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the Corporation" within the meaning of this paragraph.

4. The holders of shares of Common Stock shall possess full voting rights and powers on all matters voted on by the stockholders of the Corporation (including the election of Directors), shall be entitled to notice of stockholders' meetings and shall vote together. Each holder of Common Stock shall be entitled to one vote for each share thereof held.

5. The holders of shares of Preferred Stock possess voting rights and powers as the Board of Directors shall determine for such Preferred Stock prior to its issuance.

ARTICLE IV - MISCELLANEOUS

A. INDEMNIFICATION

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he or she had not reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nol contendere or its equivalent, shall not, or itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

2. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of any independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

3. The indemnification provided for herein shall continue as to any person who has ceased

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to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

4. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of share holders.

5. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

B. Insurance against professional liability

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provision of these articles, or under law.

C. Interested director/ officer contracts

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its director or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her or there votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or

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(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

ARTICLE V - Initial Board of Directors

The initial board of directors shall consist of three members. The members may be increased or decreased from time to time in accordance with the Corporation by laws, but shall never be less than one. The names and addresses of the persons who will serve on this initial board of directors are:

Wilson O. Boozer, III

2606 Shenandoah Dr. S.
Orange Park, Fla. 32065

William George Bew

11431 Lumberjack Cir. W
Jacksonville, FL 32223

Thomas Wayne Peters, II

201 San Pablo Road
Jacksonville, FL 32225

ARTICLE VI - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence is the date this certificate is filed with the Secretary of State of Florida.

ARTICLE VII - Initial Registered Agent and Address

The name and address of the initial registered agent is:

John F. Tolson, Jr.
2301 Park Avenue, Suite 406
Orange Park, FL 32073


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ARTICLE VIII - Incorporator

The name and address of the initial incorporator to these Articles of Incorporation is:

Wilson O. Boozer, III
2606 Shenandoah Dr. S.
Orange Park, Fla. 32065

The undersigned has executed these Articles of Incorporation this 11 day of August, 1999.



Wilson O. Boozer, III
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

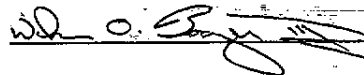
1. The name of the corporation is:

CYBER VILLAGER, INC

2. The name and address of the Registered Agent and office is:

John F. Tolson, Jr.
2301 Park Avenue, Suite 406
Orange Park, FL 32073

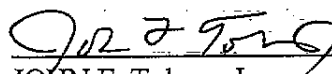
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99 AUG 12 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Title: Incorporator

Date: 8-11-99

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



JOHN F. Tolson, Jr.

Date: 8/11/99