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S. CRAIG WAKEFIELD  
Certified Estate Planner  
LLM Masters of Law in Taxation  
Also Admitted Nebraska & Iowa

Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal  
Renet McCall, Paralegal  
Ray Miller, Paralegal

August 11, 1999

VIA FEDERAL EXPRESS

Florida, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: SYBERTEL 2000, INC.  
SYBERLIFE NEWS PUBLISHING, INC.  
Corporation Filing

000002957860-6  
-08/12/99-01041--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporations. Please file the original, indicate the filing date on the copy and return the copy to our office. I have enclosed a Federal Express envelope to return to the copy in.

Additionally, I am enclosing our firm checks in the amount of \$78.75 each, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Barbara J. Lambert*  
Barbara Lambert, Legal Secretary

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Enclosures

ARTICLES OF INCORPORATION

OF

SYBERLIFE NEWS PUBLISHING, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be SyberLife News Publishing, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 60,000,000 \$.001 par value Common Shares of capital stock and 10,000,000 Class A No par Value Preferred Shares of capital stock. The Class A No Par Value Preferred Shares are convertible to Common Shares on a basis of 3 shares of Common for each share of Class A No Par Value. Conversion must take place upon election and notice by the Shareholder within five years of the issuance of the stock or at anytime upon notice by the Corporation. Once converted no further interest shall be paid to the Shareholder. The Class A No Par Value Stock shall pay 10% per interest to the shareholder on a quarterly basis or such other interest rate as the Board of Directors of the Corporation shall direct.

## ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two (2).

The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

S. Craig Wakefield  
1400 W. Oak St., Suite A  
Kissimmee, FL 34741

Richard Radcliffe  
726 Del Ray  
Kissimmee, FL 34758

## ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

## ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be 726 Del Ray Drive, Kissimmee, Florida 34758 with a mailing address of P.O. Box 22078, Lake Buena Vista, Florida 32830. The address of this corporation's initial registered office shall be: 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. Craig Wakefield.

#### ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

S. Craig Wakefield  
1400 W. Oak St., Suite A  
Kissimmee, FL 34741

#### IX. CORPORATE POWERS

This corporation shall have power:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- C. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- D. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

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- F. To lend money and use its credit to assist its officers and employees in accordance with law.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- J. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this state.
- K. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- L. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

- M. To make donations for the public welfare or for charitable, scientific or educational purposes.
- N. To transact any lawful business which the Board Of Directors shall find will be in aid of governmental policy.
- O. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- P. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- Q. To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE X. AMENDMENT

Amendment to these Articles Of Incorporation may be proposed by any director at a regular or special business meeting of the Board Of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board Of Directors present and voting at such meeting properly called and noticed as provided in the Corporate Bylaws. Amendments shall be approved by a two-thirds affirmative vote of the members of the Board Of Directors present at such meeting.

Upon such approval, any amendments shall be forwarded to the appropriate state agency to be approved and filed by the agency, before the same shall become effective.

#### ARTICLE XI. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein; provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

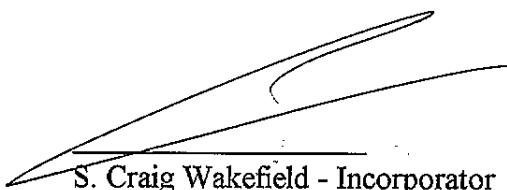
#### ARTICLE XI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be *prima facia* evidence of such authority.

#### ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



S. Craig Wakefield - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of SyberLife News Publishing, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SyberLife News Publishing, Inc.

S. Craig Wakefield - Registered Agent

State Of FLORIDA

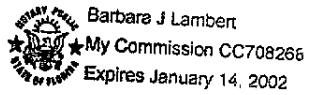
County Of GRESHAM

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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On the 9th day of August, 1999, S. Craig Wakefield, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of SyberLife News Publishing, Inc.

Barbara J. Lambert  
Notary Public



Barbara J. Lambert  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

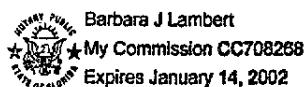
(SEAL)

State Of Florida

County Of Osceola

On the 9 day of August, 1999, S. Craig Wakefield, designated above as the corporation who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of SyberLife News Publishing, Inc.

Barbara J. Lambert  
Notary Public



Barbara J. Lambert  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)