

**LAW OFFICES OF
POSESS & WALSER, P.A.**

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(CORNER OF PALMETTO PARK & POWERLINE RDS.)
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TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M.-ESTATE PLANNING
CARYN J. CLAYMAN, LL.M.-TAXATION
PETER HOWLEY, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES F. POSESS
DOUGLAS R. NEU
MONA S. WEISS
GISELE E. ASMAR

P99000087720

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

FEDERAL EXPRESS

100003002851--7
-10/01/99--01064--012
*****78.75 *****78.75

Re: **CYBERNET COLLEGE CORP.**

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$78.75 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	\$35.00
One (1) Certified Copy	8.75
Designation of Registered Agent	<u>35.00</u>
Total	<u>\$78.75</u>

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

Thomas C. Walser
Thomas C. Walser

TCW:clg
cc: Cybernet College Corp.

FILED
99 OCT -1 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 10/5/99

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
CYBERNET COLLEGE CORP.**

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **CYBERNET COLLEGE CORP.** The principal office and mailing address is 6859 Townharbor Blvd., Apt. 1413, Boca Raton, Florida 33433.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 Common Shares at \$1.00 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

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99 OCT -1 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are: None.

ARTICLE VII

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, Florida 33433, and the name of its initial registered agent at such address is Thomas C. Walser.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

<u>NAME</u>	<u>ADDRESS(ES)</u>
Elba Fernandez	6859 Townharbor Blvd., Apt. 1413. Boca Raton, FL 33433
Thomas C. Walser	7015 Beracasa Way, Suite 201 Boca Raton, FL 33433

ARTICLE IX

The name and address of each incorporator is:

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
Thomas C. Walser	7015 Beracasa Way, Suite 201 Boca Raton, Florida 33433

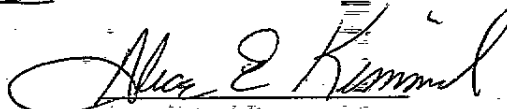
DATED this 30th day of September, 1999.

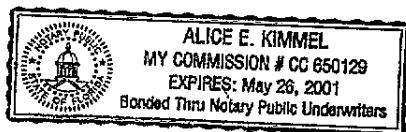

THOMAS C. WALSER, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 30th day of September, 1999, by THOMAS C. WALSER who is personally known to me, or who has produced a _____ as identification.

My Commission Expires:


Notary Public



ALICE E. KIMMEL

CONSENT OF REGISTERED AGENT

I, THOMAS C. WALSER, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


THOMAS C. WALSER, Registered Agent

FILED
99 OCT -1 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA