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REFERENCE : 946680 4301763

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 28 PM 1:08

ORDER DATE : December 27, 2000

ORDER TIME : 9:37 AM

ORDER NO. : 946680-005

CUSTOMER NO: 4301763

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CUSTOMER: Ms. Donna Pekarsky
Parker Chapin Llp

The Chrysler Building
405 Lexington Avenue
New York, NY 10174

DOMESTIC FILING

NAME: CYBER ISLAND SYSTEMS
ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
00 DEC 28 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

js 12/28/00

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

CYBER ISLAND SYSTEMS ACQUISITION CORP.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Cyber Island Systems Acquisition Corp.

SECOND: The street address, wherever located, of the principal office of the Corporation is 475 Springfield Avenue, 4th Floor, Summit, New Jersey 07901.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000, par value \$.01 per share, and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Michael S. Balducci	c/o Parker Chapin, LLP 405 Lexington Avenue New York, New York 10174

SIXTH: The purposes for which the Corporation is organized shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act. The Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Signed on December 26, 2000



Michael S. Balducci, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: John S. Hoenig
JOHN S. HOENIGMANN
ASST. VICE-PRESIDENT
Date: December 26, 2000

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