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Interaxx Digital Tools, Inc.

 6711 S.W. 5th Terrace Miami, FL 33144 305.298.6537

December 27, 2002

Department of State State of Florida Division of Corporations Amendments 409 E. Gaines Street Tallahassee, Florida 32399 (850) 245-6052

Re: File Articles of Incorporation Interaxx Digital Tools, Inc.

Please find enclosed one original and one copy of articles of incorporation for the above corporation. A check in the amount of \$87.50 is (Make checks payable to Florida Department of State) enclosed for the following fees:

The fee for filing a profit corporation is:

Filing Fee: \$35.00
Designation of Registered Agent: \$35.00
Certified Copy \$8.75
Certificate of Status \$8.75

Total: \$87.50

Thank-you

ITX-SunSpots, Inc.

✓ Daniel L. Mártinez

Its: Incorporator

6711 SW 5th Terrance Miami, Florida 33144

ARTICLES OF INCORPORATION Interaxx Digital Tools, Inc.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), these articles of incorporation set forth the following:

Article I: The name of the corporation shall be

Interaxx Digital Tools, Inc.

Article II: The principal place of business and mailing address of the corporation shall be:

6711 S.W. 5th Terrace, Miami, FL 33144

Article III: The specific purpose for which this corporation is organized is any lawful purpose and to operate as an ongoing venture for profit.

Article IV: The number of shares of stock that this corporation is authorized to have is:

20,000,000 Common Shares and 10,000,000 Preferred Shares (Various)

Article V: The name and Florida street address of the initial Registered Agent is (and by his signature below he accepts the designation as Registered Agent):

Daniel L. Martinez, 6711 S.W. 5th Terrace, Miami, FL 33144

Article VI: The name and address of the Incorporator is:

Daniel L. Martinez, 6711 S.W. 5th Terrace, Miami, FL 33144

Article VII: The initial members of the Board of Directors of the corporation are:

Daniel L. Martinez and Mark Alan Wood Address in care of: 6711 S.W. 5th Terrace, Miami, FL 33144

Signatures: Dated the 27th day of December 2002:

Registered Agent:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this confisionate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Daniel L. Martinez 6711 S.W. 5th Terrace

Miami, FL 33144

Incorporator:

Daniel L. Martinez 6711 S.W. 5th Terrace Miami, FL 33144

well