

LAW OFFICE
ROBERT SADER, P.A.
A PROFESSIONAL ASSOCIATION

Robert L. Sader*
Michael R. LeMaire

* Also admitted in Ohio

VIA FEDERAL EXPRESS

August 13, 1999

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

W99-19139

RE: Digital Products of Delaware, Inc.

Dear Registration Section:

Please find enclosed the following:

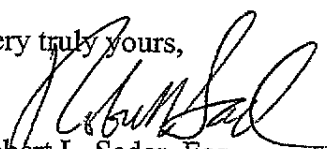
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*****78.75 *****78.75

1. Transmittal letter.
2. Application By Foreign Corporation For Authorization to Transact Business in Florida.
3. Certified copy of the Certificate of Incorporation of Digital Products of Delaware, Inc. dated July 20, 1999.
4. Our check payable to "Division of Corporations" in the amount of \$78.75 representing the filing fee and a certified copy.
5. Federal Express Return Envelope.

I would very much appreciate your returning the certified copy by Federal Express in the envelope provided. If you have any questions whatsoever, I would appreciate your calling me either collect or at our toll free number which is 1-800 948-7202.

Thank you for your kind attention to this matter.

Very truly yours,


Robert L. Sader, Esq.
RLS/emr
Enclosures

Name Availability	MJH
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

99 AUG 30 PM 1:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: Digital Products of Delaware, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert L. Sader, Esq.
ROBERT SADER, P.A.
1901 West Cypress Creek Road, Suite 415
Fort Lauderdale, FL 33309

Should you need to call someone concerning this matter, please call:

Robert L. Sader, Esq. at (954) 776-7004

STREET ADDRESS:
ADDRESS:

MAILING

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 18, 1999

ROBERT L. SADER, ESQ.
1901 WEST CYPRESS CREEK ROAD, SUITE 415
FORT LAUDERDALE, FL 33309

SUBJECT: DIGITAL PRODUCTS OF DELAWARE, INC.
Ref. Number: W99000019139

We have received your document for DIGITAL PRODUCTS OF DELAWARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 899A00041595

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Digital Products of Delaware, Inc.
(Name of corporation must end with the word "INCORPORATED" or "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 65-0934324
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 30, 1999 5. Perpetual
(Date of Organization) (Duration: Year corporation will cease to exist or "perpetual")

6. August 2, 1999
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.:
(SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. a. 625 SW 9th Terrace, Pompano Beach, Florida 33069
(Principal office address)

b. Same
(Current mailing address)

8. To engage in any lawful activities permitted by law.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

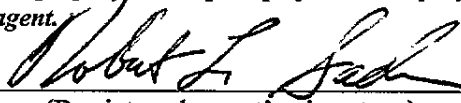
Name: Robert L. Sader, Esq.

Office Address: 1901 W. Cypress Creek Rd., Suite 415

Fort Lauderdale, Florida 33309
Zip Code

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 30 PM 1:45

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director: Richard Kurtz
Address: 301 Sylvan Avenue (Route 9W)
Englewood Cliffs, New Jersey 07632

Director: Gilbert Cohen
Address: 301 Sylvan Avenue (Route 9W)
Englewood Cliffs, New Jersey 07632

Director: Ed Reynolds
625 Southwest 9th Terrace
Pompano Beach, Florida 33069

B. OFFICERS

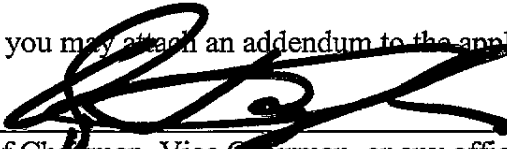
President: Ed Reynolds
Address: 625 Southwest 9th Terrace
Pompano Beach, Florida 33069

Vice President: Cary Parrish
Address: 625 Southwest 9th Terrace
Pompano Beach, Florida 33069

Secretary: Gilbert Cohen
301 Sylvan Avenue (Route 9W)
Englewood Cliffs, New Jersey 07632

Treasurer: Gilbert Cohen
301 Sylvan Avenue (Route 9W)
Englewood Cliffs, New Jersey 07632

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ED REYNOLDS, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL PRODUCTS OF DELAWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1999.



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991353879

Edward J. Freel, Secretary of State

9937612

AUTHENTICATION:

DATE: 08-24-99