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(Requestor's Name)

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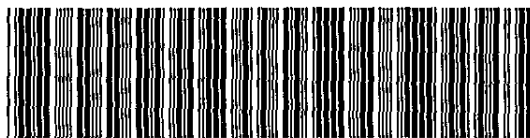
(Business Entity Name)

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COVER LETTER

February 12, 2003

Department of State
Registration Section
Division of Corporation
PO BOX 6327
Tallahassee, FL 32314

SUBJECT: Digital Video Supplies Solutions, L.L.C.
Proposed Name of the Company

Enclosed is an original and ~~one~~ (1) copy of the articles of organization and a Money Order for \$125 (filing fee and designation of registered agent).

FROM: Gisela Freilich-Gleizer
Name
2417 NE 9 St.
Address
Hallandale, FL 33009
City, State & Zip
(954) 457-4298
Daytime Telephone number



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**ARTICLES OF ORGANIZATION
OF
Digital Video Supplies Solutions, L.L.C.**

ARTICLE I: Name

The name of the Limited Liability Company is **Digital Video Supplies Solutions, L.L.C.**

ARTICLE II: Company Existence

The company's existence shall be for **30 years** and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

ARTICLE III: Units of Equity Ownership

Section A. Authorized Units of equity Ownership. The maximum number of equity ownership units **DIGITAL VIDEO SUPPLIES SOLUTIONS, L.L.C.**, is authorized to have outstanding is 100 units, all of which shall be identical units.

Section B. Restrictions on Dispositions of Units. No Member of this company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the company owning 100% of the -issued and outstanding membership units of the company. However, nothing contained herein shall prevent distribution by operation of law of such unit or units, provided that in such case transferee shall be bound by the provisions contained in this Section in the same manner as an original Member.

ARTICLE IV: Registered Agent and Office

The address of the initial Registered office of the Company is **169 E. Flagler St. Suite 1534, Miami FL 33131**. And the name of its initial Registered Agent at such address is **Miacorp**.

ARTICLE V: Principal Office.

The mailing address and the street address of the principal office of the Company is **1835 E. Hallandale Beach Blv. Suite 209 Hallandale, FL 33009**.

ARTICLE VI: Purpose and Power

The company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which companies may be organized under the Florida Limited Liability Company Act.

ARTICLE VII: Management

The Company is to be managed by the managers, and the name and address of such managers who are to serve as manager are: **Francisco De Marco, 1835 E. Hallandale Beach Blv. Suite 209 Hallandale, FL 33009** and **Martha Gabriela Miranda, 1835 E. Hallandale Beach Blv. Suite 209 Hallandale, FL 33009**.

ARTICLE VIII: Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, including all appeals, by reason of the fact that such member and/or manager is or was a member, Manager or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another Limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The company shall not

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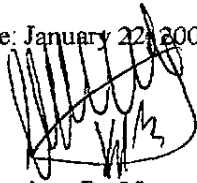
indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the company or its Members; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) a transaction from which such Member and/or Manager derived an improper personal benefits, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against in any such case where such Member and/or Manager be adjudged liable to the company. Any indemnification provided for in this ARTICLE (unless ordered by a court) shall be made by the company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by majority vote of a quorum consisting of Members who were not parties to such actions, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of the members, or disinterested Managers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Manager or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

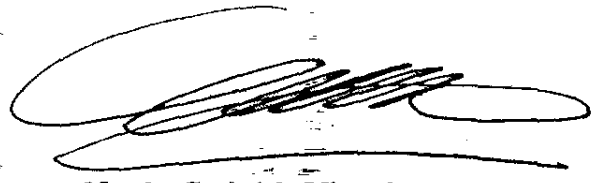
ARTICLE IX: Amendment of Articles of Organizations

The company reserves the right to amend, alter, change, or repeal any provisions contained in these articles of organizations in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Date: January 22, 2003



Francisco De Marco
Managing Member



Martha Gabriela Miranda
Managing Member

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REGISTERED AGENT SIGNATURE
of
Digital Video Supplies Solutions, L.L.C.

January 22, 2003

<u>Miami International Advisors Corp</u>
Name
<u>169 E. Flagler St., Suite 1534</u>
Address
<u>Miami, FL 33131</u>
City, State & Zip
<u>(305) 371-1344</u>
Daytime Telephone number

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Having been named as registered agent and to accept service and process for **Digital Video Supplies Solutions, L.L.C.**, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature

