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May 7, 1996

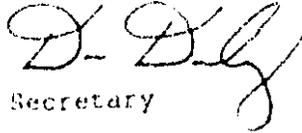
Department of State Phone # 904 488 9000
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Secretary of State:

Enclosed find one original and a copy of the
Articles of Incorporation of DUV
Communications, Inc.

Also find enclosed a check made payable to the
Department of State in the amount of \$70.00
which includes the statutory filing fee. Your
assistance in establishing the corporation to
be known as DUV Communications, Inc. is
appreciated.

Respectfully,



Secretary

Enclosure: Airborne Express return envelope.

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11



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1996

DUV COMMUNICATIONS, INC.
245 NO OCEAN BLVD.
DEERFIELD BEACH, FL 33441

We have received your document for DUV COMMUNICATIONS, INC. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00023909

ARTICLES OF INCORPORATION

DUV DIGITAL COMMUNICATIONS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That, Hyacinth Wayne Salvary, Daniel L. Dalley, William L. Dalley and Jeffery D. Chandler have agreed to establish a corporation pursuant to the laws of the state of Florida.

ARTICLE I

The name of the corporation shall be DUV DIGITAL COMMUNICATIONS, INC. By which name it may contract and be contracted with, sue and be sued, adopt its corporate seal and conduct its business.

ARTICLE II

The principal office of the corporation is 245 North Ocean Boulevard, Deerfield Beach, Broward County, Florida 33441. The registered process agent of the corporation is Alexander M. Siegel, whose address is 727 NE 3rd Avenue Suite 201, Fort Lauderdale, Florida 33304.

ARTICLE III

The existence of the corporation shall commence with the issuance of the Certificate of Incorporation therefore, and the duration of the corporation shall be perpetual unless sooner dissolved by the action of the corporation.

ARTICLE IV

The nature of business proposed to be carried on, promoted, conducted and transacted by this corporation shall be as follows:

To operate and conduct a business of distributing and marketing

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Internet Access. Also, buying and selling and maintaining computer hardware. Also, buying and selling and maintaining any other type of communication device including any software.

In addition to, and not in limitation of, the above-stated primary purpose of this corporation, this corporation shall have the power and right to engage in any or all of the following:

(a) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of, letters patent of the United States, or any foreign country, patent rights, copyrights, trademarks and trade names relating to or useful in connection with any business of this corporation.

(b) Generally, to own, buy, sell, lease, rent, convey, exchange and deal in lands and real estate, in any interest or right in real estate, and personal property in chattels and merchandise of every kind, type and description and to erect buildings and improvements on any real estate and generally to engage in the business of acquiring, improving, developing, subdividing, and managing real estate, and the power to purchase, own, build, construct and develop and operate manufacturing plants with necessary machinery, tools and equipment incident thereto, of any type whatsoever, and the future power to manufacture, make, improve or assemble articles for sale or trade and all powers incident and necessary for their manufacture and sale. The corporation is given the power to hold any real estate it may acquire for an indefinite period of time or for such period as the corporation may deem advisable.

(c) To acquire and pay in cash, stock, or bonds of this corporation or otherwise, the goodwill, rights, assets and property of any other person, firm, association, or corporation and or to undertake or assume the whole or any part of the obligations or liabilities of any such person, firm, association, corporation, municipality, county, state, body politic or government of colony or dependency thereof.

(d) To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(e) To loan to any person, firm, or corporation any of its surplus funds, either with or without security.

(f) To purchase, hold sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(g) To have one or more offices, to carry on all or any of its

operations and business and without restriction or limit as to number of offices.

(h) To operate any or all of the above business at one or more locations and the corporation to have the power to do business at any location under an assumed name.

(i) To have and to exercise all powers and authority granted corporations under the laws of the State of Florida and, in general, to carry on any other lawful business whatsoever in connection with the foregoing purposes of the corporation which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to do each and every thing, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein enumerated or which shall at any time appear conducive to, or expedient for, the protection or benefit of this corporation and to do any other act which may be incidental to the proper carrying on of its business as aforesaid and to have any powers which would be possessed by an individual or trust in the conduct of the business for which this corporation is organized.

ARTICLE V

The corporation shall have the authority to issue 30,000,000 shares of \$.0001 par value common stock, and all of said shares are to have equal and identical voting power and shall represent the entire voting power of this corporation.

ARTICLE VI

In the event all of the authorized stock of the corporation

shall not be immediately issued, then any new or additional issue of such stock must be authorized by a majority of the corporation's then present stockholders, and upon such a new or additional issue of authorized stock a holder of the corporation stock at the time of the new issue is entitled to subscribe to new issue in preference to non-holders and in equal terms with other holders of the presently outstanding stock which has already been issued, in such proportion that the number of shares already held by the stockholder bears to the total outstanding number of shares held by the other stockholders.

ARTICLE VII

The name and address of a shareholder of this corporation and the number of shares issued is as follows:

Hyacinth Wayne Salvary 10,500,000 shares

622 Angler Drive

Delray Beach, Florida 33445

Jeffery D. Chandler 1,500,000 shares

1516 SE 6th Street

Deerfield Beach, Florida 33441

Daniel L. Dailey 1,500,000 shares

1508 South East 6th Street

Deerfield Beach, Florida 33441

William L. Dailey 1,500,000 shares

2851 South Ocean Boulevard #2B

Boca Raton, Florida 33432

all equal to 50% of authorized shares.

ARTICLE VIII

The affairs of this corporation are to be conducted and managed by a Board of Directors of one or more members as shall be determined by the By-laws of this corporation. The directors may or may not be shareholders or officers of this corporation. The corporation shall have as its officers a President, a Secretary, and a Treasurer, and may have such other officers or agents as may be necessary to properly conduct the business of the corporation. Any number of offices may be held by one person, except that the offices of President and Secretary may not be held by the same person so long as there is more than one shareholder of this corporation. The powers and duties of the directors and officers are such as may be prescribed by the By-laws by proper corporation action and such as customarily inhere to such positions.

The authority to make, amend, and repeal By-laws is hereby vested in the Board of Directors, subject, however, to the power of the shareholders to change or repeal such By-laws.

The initial Board of Directors of this corporation shall consist of three (3) directors being, Hyacinth Wayne Salvary, President, at 622 Angler Drive, Delray Beach, Florida 33445, Jeffery D. Chandler, Chief Executive Officer, at 1516 SE 6th Street, Deerfield Beach, Florida 33441, Daniel L. Dailey, Secretary, at 1508 South East 6th Street, Deerfield Beach, Florida, 33441, and William L. Dailey, Treasurer, at 2851 South Ocean Boulevard #2B, Boca Raton, Florida 33432, who shall serve as directors until the first annual meeting of the shareholders or

until successors be elected and qualified.

The initial officers of this corporation are: Hyacinth Wayne Salvary, President, Jeffery D. Chandler, Chief Executive Officer, Daniel L. Dailey, Secretary and William L. Dailey, Treasurer. They shall serve as such officers until the first annual meeting of the Directors, or until successors be elected and qualified.

ARTICLE IX

The private property of the shareholders of this corporation shall not be subject to any extent to the payment of debts or liabilities of this corporation and no shareholder, officer, or director shall be personally liable for any debt or liability of this corporation.

IN WITNESS WHEREOF, the undersigned incorporators have affixed their signatures at Deerfield Beach, Broward County, Florida, this 7th day of May, 1996.

Hyacinth W. Salvary President

Jeffery D. Chandler Chief Executive Officer

Daniel L. Dailey Secretary

William L. Dailey Treasurer

STATE OF FLORIDA

COUNTY OF BROWARD, FLA.

I, Lena Arnett, Notary Public in and for the State of Florida at Large, do hereby certify that on the 1st day of July, 1996, in Broward County, Florida, personally appeared before me, Hyacinth Wayne Salvary, Jeffery D. Chandler, Daniel L. Dailey and William L. Dailey, who, being by me first duly sworn, declared that they are the incorporators of DUV DIGITAL COMMUNICATIONS, INC., that they signed the foregoing instrument as officers of said corporation and that the statements contained therein are true.

Witness my hand and seal of office this 1st day of July, 1996.

Lena Arnett
NOTARY PUBLIC, STATE OF FLORIDA,
MY COMMISSION EXPIRES:



LENA ARNETT
MY COMMISSION # CC 226483 EXPIRES
September 8, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

THIS INSTRUMENT PREPARED IN THE OFFICES OF
DUV DIGITAL COMMUNICATIONS, INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
IN THE STATE OF FLORIDA

FILED
MAY 15 1996
STATE OF FLORIDA
TALLAHASSEE

Alexander M. Siegel is familiar with the duties and accepts the responsibility as registered agent for DUV Communications, Inc. The registered agent and registered office are at the same street address as shown at 727 NE 3rd Avenue Suite 201 (Broward County) Fort Lauderdale, Florida 33304. The stock owners have other addresses.

The corporation's principal office, is at 245 North Ocean Boulevard, Deerfield Beach, Broward County, Florida 33441.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

SIGNATURE Alexander M. Siegel

DATE May 6, 1996