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Florida Department of State
Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

ADVANCED DIGITAL Technologies Holdings, Inc.

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
01-12-00

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OF

ADVANCED DIGITAL TECHNOLOGIE HOLDINGS, INC.

ARTICLE I.

The name of this Corporation is:

ADVANCED DIGITAL TECHNOLOGIE HOLDINGS, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE
MARK B. GOLDSTEIN P.A.
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431
(561) 989-9955

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2255 Glades Road, Suite 236W, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 7426 FLORANADA WAY, DELRAY BEACH, FLORIDA 33446.

ARTICLE IX

This Corporation shall have TWO (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation are:

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

ALAN P. BROOKS
7426 FLORANADA WAY
DELRAY BEACH, FLORIDA 33446

ARTICLE X

is: The name and address of the person or entity signing these Articles of Incorporation

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

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**ARTICLE XI
AMENDMENT:**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of January, 2000.

**ADVANCED DIGITAL TECHNOLOGIE
HOLDINGS, INC.**

BY: [Signature]
MARK B. GOLDSPEIN, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared **MARK B. GOLDSTEIN**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 12 day of January, 2000, in the County and State aforesaid.



Angela Warshafski
Commission # 06172
Expires Jan. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

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IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT ADVANCED DIGITAL TECHNOLOGIE HOLDINGS, INC. DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 7426
FLORANADA WAY, DELRAY BEACH, FLORIDA 33446 HAS NAMED MARK B.
GOLDSTEIN, LOCATED AT 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FL
33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ADVANCED DIGITAL TECHNOLOGIE
HOLDINGS, INC.

BY: [Signature]
MARK B. GOLDSTEIN, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

ADVANCED DIGITAL TECHNOLOGIE
HOLDINGS, INC.

BY: [Signature]
MARK B. GOLDSTEIN
Dated: 1/12/2000

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

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DIVISION OF CORPORATIONS
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I HEREBY CERTIFY on this day, before me, an officer duly authorized to
administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN,
known to me to be the person described in and who executed the foregoing instrument, who
acknowledged before me that he executed the same, that I relied upon the following form of
identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 12 day of January, 2000, in the
County and State aforesaid.



Angela Warrnefeld
Commission # 7C 896172
Expires Jan. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

PRINT NAME: Angela Warrnefeld
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires

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