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T R HERRERA FINANCIAL SERVICES, INC.

P.O. BOX 277688

MIRAMAR, FL 33027-7688

954-442-3293

FAX 954-442-3294

February 4, 2000

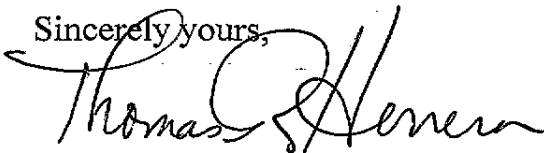
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*****78.75 *****78.75

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find my check for \$78.75 to cover the incorporation fees on
DIGITALIMAGINE CORP. Thank you for your kind cooperation in this matter.

Sincerely yours,



Thomas R. Herrera
President

FILED
00 FEB - 7 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Maudrit Martinez

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**ARTICLES OF INCORPORATION
OF
DIGITALIMAGINE CORP**

ARTICLE I.

CORPORATE NAME

The name of the corporation shall be:

DIGITALIMAGINE CORP

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation shall be:
7440 SW 107TH AVENUE, SUITE 8101
MIAMI, FL 33173

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI.

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 prorata share thereof at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII.

SPECIAL PROVISIONS

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

MAUDRIT MARTINEZ
7440 SW 107TH AVENUE, SUITE 8101
MIAMI, FL 33173

ARTICLE IX.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

| Name | Address |
|------------------|---|
| MAUDRIT MARTINEZ | 7440 SW 107TH AVENUE, SUITE 8101 MIAMI, FL 33173 |

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI.

OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

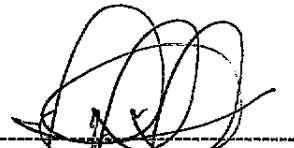
| Name | Address |
|------------------|---|
| MAUDRIT MARTINEZ | 7440 SW 107TH AVENUE, SUITE 8101 MIAMI, FL 33173 |

ARTICLE XII
INCORPORATOR

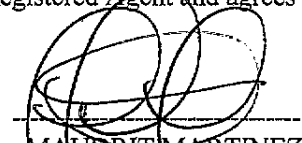
The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

MAUDRIT MARTINEZ
7440 SW 107TH AVENUE, SUITE 8101
MIAMI, FL 33173

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


MAUDRIT MARTINEZ
INCORPORATOR

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


MAUDRIT MARTINEZ
REGISTERED AGENT

FILED
00 FEB -7 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA