

PTC
Worldwide Inc.

Professional Tax Consulting

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February 15, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-02/22/00--01070--011
*****78.75 *****78.75

SUBJECT: DIGIT EYES PRODUCTIONS, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check in the amount of **\$78.75** for the filing fee and certificate.

Should you have any questions please contact our office.

Sincerely,



Mark Luciani

Enclosures: 2

FILED
00 FEB 22 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FL 32314

2-29
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I CORPORATE NAME

The Name of this Corporation shall be:

DIGIT EYES PRODUCTIONS, INC.

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

**520 Jefferson Drive
Suite 109
Deerfield Beach, FL 33442**

ARTICLE III NATURE OF CORPORATION BUSINESS

The Corporation may engage in any activity or business permitted 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 100 shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

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

PTC WORLD WIDE, INC.

**4611 S UNIVERSITY DR
SUITE 225
FT LAUDERDALE, FL 33328**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL DIRECTORS

The name and street address of each member of the first Board of Directors are:

William G Douthett IV – 520 Jefferson Drive, #109, Deerfield Beach, FL 33442

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

ARTICLE VII BOARD OF DIRECTORS

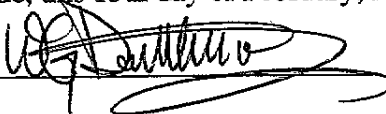
The number of Directors may be altered from time to time by By-laws adopted by the shareholders. However, the Corporation shall have no less than one (1) nor more than Ten (10) Directors at any time.

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

William G Douthett IV – 520 Jefferson Drive, #109, Deerfield Beach, FL 33442

The UNDERSIGNED Incorporator(s), for the purposes of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that these facts herein stated are true, this 15th day of February, 2000.

X 

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **DIGIT EYES PRODUCTIONS, INC.**
2. The name and address of the registered agent and office is:

PTC WORLD WIDE, INC.

**4801 S UNIVERSITY DR
Suite 119-B
Davie, FL 33328**

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Having been named as registered agent ant 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.

Mark Luciani President
(SIGNATURE)

2/24/00
(DATE)