

LUIS M. ROCHA
7397 NW 54 Street
Miami, Florida 33166

PO00000045480

May 1, 2000

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

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

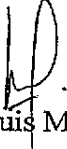
Attn: New Filing Section

Dear Sirs:

Enclosed are the Articles of Incorporation of DIGITECH DISTRIBUTION, INC., together with my check in the amount of \$78.75 representing filing fees and fee for certified copy of the Articles of Incorporation.

Please return the certified copy to the address shown above.

Sincerely yours,


Luis M. Rocha

FILED
00 MAY -3 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc. as noted

CC
5-8-00

**ARTICLES OF INCORPORATION
OF
DIGITECH DISTRIBUTION, INC.**

FILED
00 MAY -3 AM 10:40
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Digitech Distribution, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 7397 NW 54 St., Miami, Florida 33166 and the name of the initial registered agent of the Corporation at that address is Luis M. Rocha.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 7397 NW 54 St., Miami, Florida 33166.

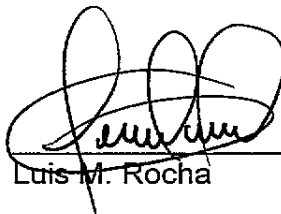
ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are Luis M. Rocha, 7397 NW 54 St., Miami, Florida 33166; and Alejandro A. Gonzalez, Calle Teresa Carreño Quinta San Rafael, Santa Monica, Caracas, Venezuela.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Luis M. Rocha, 7397 NW 54 St., Miami, Florida 33166.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of May, 2000.


Luis M. Rocha

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

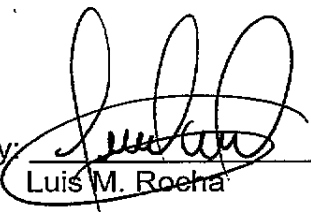
W I T N E S S E T H:

Digitech Distribution, Inc., desiring to organize under the laws of the State of Florida, has named Luis M. Rocha, located at 7397 NW 54 St., Miami, Florida 33166, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 1st day of May, 2000.

By: 
Luis M. Rocha

FILED
00 MAY -3 AM 10:40
TALLAHASSEE, FLORIDA

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