

Law Offices of Donald N. Jacobson

4400 North Federal Highway
Suite 210-24
Boca Raton, Florida 33431
Telephone: 561-338-9610
Facsimile: 561-338-7127
Email: *djacobson@att.net*

Member of Florida Bar, Middle and Southern Districts
Of Counsel: L. Gregory Loomer, P.A.

PO0000093813
September 29, 2000

Secretary of State
Division of Corporations
Attn: New Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: DIGI-ROCK FINANCIAL SERVICES, INC.

Dear Sir/Madam:


Enclosed please find the original and one (1) copy of the Articles of Incorporation for Digi-Rock Financial Services, Inc., together with my firm check in the amount of \$78.75 representing the filing fee and the fee for a certified copy of same. Accordingly, I would appreciate your filing this corporation and providing me with a certified copy of the Articles at your earliest convenience. I am enclosing a return envelope for your convenience.

Thank you for your cooperation in this regard, and should you have any questions, please do not hesitate to contact me.

Very truly yours,

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

LAW OFFICES OF DONALD N. JACOBSON


DONALD N. JACOBSON

DNJ:kg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 3:14

f 10/4/00

ARTICLES OF INCORPORATION

OF

DIGI-ROCK FINANCIAL SERVICES, INC.

FILED
SECRETARY OF STATE
CORPORATIONS

00 OCT -2 PM 3:14

ARTICLE I - NAME

The name of this corporation is DIGI-ROCK FINANCIAL SERVICES, INC., and the mailing address shall be 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in the practice of and to conduct any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this corporation is authorized to issue to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that address is JOHN P. LACHMAN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one

(1). The name and address of the initial director of this corporation is:

| NAME | ADDRESS |
|----------------------------|--|
| John P. Lachman, President | 4400 North Federal Highway, Suite 210 Boca Raton, Florida 33431 |

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debtors of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATORS

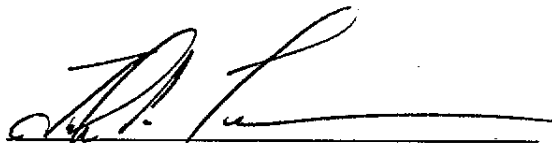
The name and address of the person signing these Articles is:

NAME

ADDRESS

John P. Lachman

4400 North Federal Highway, Suite 210
Boca Raton, Florida 33431

A handwritten signature in black ink, appearing to read 'J. P. Lachman', is written over a horizontal line.

JOHN P. LACHMAN

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
DIGI-ROCK FINANCIAL SERVICES, INC.

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for DIGI-ROCK FINANCIAL SERVICES, INC., JOHN P. LACHMAN hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

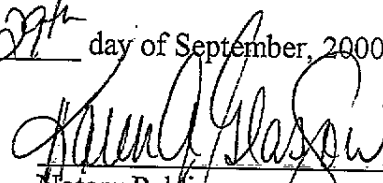

JOHN P. LACHMAN

00 OCT -2 PM 3:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared JOHN P. LACHMAN, who is personally known to me or who has produced _____ (type of identification) as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS my hand and official seal this 27th day of September, 2000.


Notary Public
State of Florida at Large

My Commission Expires:

