

LAW OFFICES
VERONA LAW GROUP, P.A.

7235 FIRST AVENUE SOUTH
ST. PETERSBURG, FLORIDA 33707

POST OFFICE BOX 41750
ST. PETERSBURG, FLORIDA 33743-1750

WEBSITE: WWW.VERONALAWGROUP.COM
E-MAIL: JAY@VERONALAWGROUP.COM

JAY B. VERONA
JUANITA S. SHEPHERD

FILED
00 OCT 18 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE: (921) 347-7000
FACSIMILE: (921) 347-7000

October 16, 2000

P000000098538

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

900003428809--3
-10/18/00--01061--023
*****78.75 *****78.75

Re: DIGITAL FORGE, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles Filing Fee	\$ 70.00
Certified Copy	8.75
TOTAL	\$ 78.75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
VERONA LAW GROUP, P.A.



Jay B. Verona

JBV:sb

Enclosures

cc: Alan L. Hodges

10-19

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **DIGITAL FORGE, INC.**
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL SHARES:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.
5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

14049 Starboard Dr.
Seminole, FL 33776

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

VERONA LAW GROUP, P.A.
7235 Central Ave., St. Petersburg, FL 33707

7. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

ALAN L. HODGES

14049 Starboard Dr.
Seminole, FL 33776

JOHN W. JOHNSON, JR.

9605 Tara Cay Ct.
Seminole, FL 33776

8. **INCORPORATORS:** The names and addresses of the initial Incorporators signing these Articles of Incorporation are:

ALAN L. HODGES

14049 Starboard Dr.
Seminole, FL 33776

JOHN W. JOHNSON, JR.

9605 Tara Cay Ct.
Seminole, FL 33776

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal

the By-Laws of this Corporation shall be vested in the Shareholders.

10. **INDEMNIFICATION:** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

13. **PREEMPTIVE RIGHTS:** This Corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.


IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 16 day of OCTOBER, 2000.

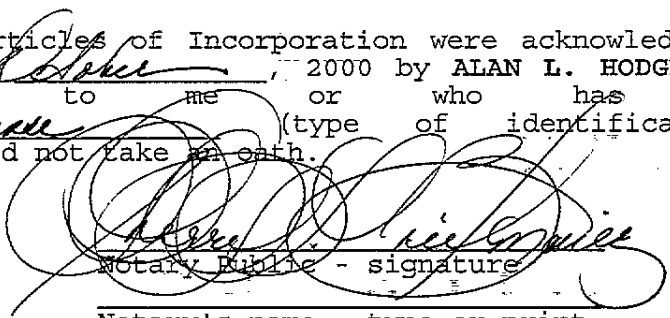

ALAN L. HODGES
Incorporator


JOHN W. JOHNSON, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 16th day of October, 2000 by ALAN L. HODGES, who is personally known to me or who has produced Florida Drivers License (type of identification) as identification, and did not take an oath.

 Sherry L. Brielmaier
My Commission CC785250
Expires October 29, 2002


Notary Public - signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 16th day of October, 2000 by JOHN W. JOHNSON, JR., who is personally known to me or who has produced

Florida Driver's License (type of identification) as identification, and did not take an oath.



Sherry L. Brielmaier
My Commission CC785250
Expires October 29, 2002

[Signature]
Notary Public signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

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TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for DIGITAL FORGE, INC., at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

VERONA LAW GROUP, P.A.

By: [Signature]
Jay B. Verona
As: President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 16th day of October, 2000 by Jay B. Verona, as President of VERONA LAW GROUP, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification, and did (did not) take an oath.



Sherry L. Brielmaier
My Commission CC785250
Expires October 29, 2002

[Signature]
Notary Public signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires: