

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000006315

DigitalPro Entertainment,
Inc.

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

- ✓ Art of Inc. File Cert
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

RECEIVED
01 JAN 17 PM 11:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
01 JAN 17 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

CD 1-17-01 12:30

**ARTICLES OF INCORPORATION
OF
DIGITALPRO ENTERTAINMENT, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 17 PM 3:04

APPROVED
AND
FILED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is **DIGITALPRO ENTERTAINMENT, INC.**

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United State and the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100 shares of common stock having no par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 3998 N.W. 122nd Terrace, Sunrise, FL 33323. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be (2).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial Board of Directors is as follows:

Robert F. Williams	3998 N.W. 122nd Terrace Sunrise, FL 33323
Cheryl N. Williams	3998 N.W. 122nd Terrace Sunrise, FL 33323

ARTICLE IX

SUBSCRIBER

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

Robert F. Williams
3998 N.W. 122nd Terrace
Sunrise, FL 33323

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in manner provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XIII

RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Cheryl N. Williams
3998 N.W. 122nd Terrace
Sunrise, FL 33323

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Article of Incorporation this 11th Day of January, 2001.

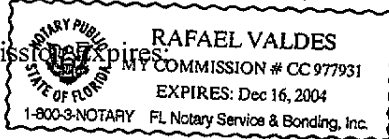
RF Williams.
Robert F. Williams, Subscriber

Subscribed and sworn to this
11th day of January, 2001

Before me:

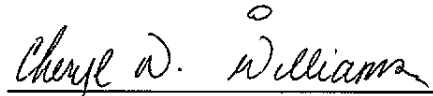
Rafael Valdes
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the aboved-stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the obligations of that position pursuant of the Statutes of the State of Florida.


Cheryl N. Williams

APPROVED
AND
FILED

01 JAN 17 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA