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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Professional Business Solutions
9600 W. Sample Road
Suite 304
Coral Springs, Florida 33065

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*****70.00 *****70.00

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

Subject: Digicast International, Inc.

Enclosed is the original and one (1) copy of the Articles of Incorporation as well as a check in the amount of \$70.00.

If there are any questions, please call me.

Sincerely,



Concetta Lupardo

954 -- 227- 3494

Ref 2/13/01 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article One

The Corporate name is Digicast International, Inc.

Article Two

Duration

The duration of the Corporation is perpetual.

Article Three

Purpose

The Corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporations Act.

Article Four

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 100 all of which shall be common shares with a par value of \$1.00.

Article Five

Registered Office

The street address of the initial registered office of the Corporation is 2858 University Drive, Coral Springs 33065 and the name of the initial registered agent at such address is Charlie Loiacono.

Article Six

Directors

The business of the corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

Article Seven

The initial officers are as follows:

President: Charlie Loiacono located at 2858 University Drive, Coral Springs,
FL 33065

Vice President: Michael Eiseman located at 2858 University Drive, Coral
Springs, FL 33065

Article Eight

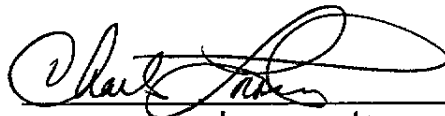
Incorporators

The name and address of the Incorporator is:

Charlie Loiacono
2858 University Drive
Coral Springs, FL 33065

IN WITNESS WHEREOF, I have Subscribed my name this 8 day of

FEBRUARY, ~~2000~~ 2001



Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Registered Agent

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that Digicast International, Inc. desiring to organize under the laws of the State of Florida with its principal place of business at 2858 University Drive, Coral Springs, FL 33065 nominates Charlie Loiacono located at 2858 University Drive, Coral Springs, FL 33065 as its agent to accept service of process within Florida.

Acknowledgment

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

Dated: This 8 day of FEBRUARY, ~~2000~~ 2001



Registered Agent