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KATHLEEN B. JOHNSON, P.A.

Attorney at Law
125 Crawford Boulevard
Boca Raton, FL 33432

Telephone: (561) 368-9800

Facsimile : (561) 368-5840

June 19, 2001

Corporate Records Bureau
Div. of Corp./Dept. of State
PO Box 6327
Tallahassee, FL 32301

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

In re: DIGITAL JILLS, INC.

Gentlemen:


Enclosed herewith is an original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State, in the amount of \$78.75 in payment of the following:

Filing Fee
Certified Copy Fee
Registered Agent Filing Fee

Please return the certified copy in the enclosed envelope provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,


Kathleen B. Johnson

KBj:jr

Enc.

FILED
2001 JUN 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/25/01

ARTICLES OF INCORPORATION
OF
DIGITAL JILLS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I

Name

The name of this Corporation is **DIGITAL JILLS, INC.**

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is any lawful business.

ARTICLE III

Share of Stock

The total number of shares of stock which the corporation shall have the authority to issue is One Thousand (1,000) Shares, all of which shares shall have a par value of One Dollar (\$1.00) and shall have equal rights, privileges and voting power, unless other wise agreed upon.

The shares of stock in this corporation may be paid for by property, labor, or services at a just valuation, to be fixed by the Board of Directors. Any and all shares so issued shall be deemed fully paid and non-assessable and the holder of such shares shall not be liable to the corporation or to its creditors in respect thereto.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Address

The principal office of this Corporation is to be located at 546 NW 105 Drive, Coral Springs, Florida 33071. The Board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

Directors

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the By-Laws adopted by the Stockholders but shall never be less than one(1).

ARTICLE VII

Initial Directors and Officers

The name and address of the members of the first Board of Directors and Officers are as follows:

JILL NOONAN

President/Vice-President/Secretary/Treasurer
Director

546 NW 105 Drive
Coral Springs, FL 33071

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Jill E. Noonan, 546 NW 105 Drive, Coral Springs, FL 33071.

ARTICLE IX

Resident Agent

The name and address of the Resident Agent of this corporation is: Jill E. Noonan, 546 NW 105 Drive, Coral Springs, FL 33071.

ARTICLE X

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.

ARTICLE XI

Restrictions on Sale or Transfer of Stock

The Corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this Corporation which is authorized under the laws of Florida. The By-Laws of the Corporation may contain any restrictions on the sale or transfer of shares of stock in this Corporation which are authorized under the laws of Florida.

ARTICLE XII

Indemnification

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be a party by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings, to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.




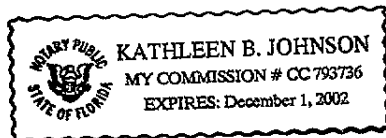
JILL E. NOONAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared JILL E. NOONAN , to me known to be the person described as the Incorporator and acknowledged before me that they subscribed to those Articles of Incorporation, and who is personally known to me or produced _____ as identification.

Witness my hand and official seal in the County and State named above this 12 day of June, 2000.


Notary Public
State of Florida
My Commission Expires:
(SEAL)



CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: That **DIGITAL JILLS, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named JILL E. NOONAN, at: 546 NW 105 Drive, Coral Springs, FL 33071, as its agent to accept service of process with this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

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