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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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01 AUG - 7 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

DIGITAL FARMS, INC.

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| Certificate of Status | 0 |
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F. G. HENDER

AUG 8 2001

**ARTICLES OF INCORPORATION
OF
DIGITAL FARMS, INC.**

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Article I - Name

The name of this corporation is DIGITAL FARMS, INC..

Article II - Duration

This corporation is to have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 6000 shares of ten (\$0.10) cent par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director(s).

Article V - Principal Address and Mailing Address

The principal office and mailing address of the corporation is: c/o Stuart M. Gold, Esq., 8180 N.W. 36th Street, Suite 100, Miami, FL 33166.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8180 N.W. 36th Street, Suite 100, Miami, Florida 33166, and the name of the initial registered agent of this corporation is STUART M. GOLD.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either

This Instrument Prepared By:
Stuart M. Gold, Esq.
8180 N.W. 36th Street
Suite 100
Miami, FL 33166
(305) 591-1040
FL Bar No.: 265421

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increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Stuart M. Gold, Esq.
8180 N.W. 36th Street
Suite 100
Miami, FL 33166

Article VIII - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article IX - Incorporator

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

Scott R. Willinger, Esq.
8180 N.W. 36th Street
Suite 100
Miami, FL 33166

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on August 7, 2001.



SCOTT R. WILLINGER, Subscriber

AUG-07-2001 15:44

P.04/05

STATE OF FLORIDA }
 } ss.
COUNTY OF MIAMI- DADE }

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county aforesaid, personally appeared SCOTT R. WILLINGER, known to me and known by me to be the person who executed the Articles of Incorporation of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7 day of August, 2001.

My Commission Expires:



Caridad Sensat

NOTARY PUBLIC AT LARGE
Print Name: *CARIDAD SENSAT*

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.



 STUART M. GOLD, Resident Agent

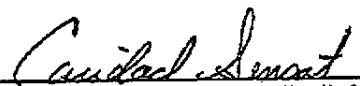
STATE OF FLORIDA }
 } ss.
 COUNTY OF MIAMI-DADE }

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county aforesaid, personally appeared STUART M. GOLD, known to me and known by me to be the person who executed the Acceptance by Registered Agent of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7 day of August, 2001.

My Commission Expires:





 NOTARY PUBLIC AT LARGE
 Print Name: CARIDAD SENSAT

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 TALLAHASSEE, FLORIDA

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