

P8/000/05771

Digital Intelligence Group, Inc.
PO BOX 435
Ozona, FL 34660
(727) 647-0585

October 17, 2001

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

100004646201--5
-10/22/01--01012--017
*****78.75 *****78.75

Dear Sir or Madam:

Subject: Digital Intelligence Group, Inc.

Enclosed you will find two original copies of the Articles of Incorporation for Digital Intelligence Group, Inc. In addition, you will find a check made payable to the Division of Corporations in the amount of \$78.75 representing the filing fee and designation of registered agent fee.

Please return one copy of the Articles of Incorporation with the filed date stamped on them.

If I can answer any questions with regard to the above, please do hesitate to contact me.

Sincerely,



Steven M. Carlson
Senior Vice President
Digital Intelligence Group, Inc.

Enclosures (2)

FILED
01 NOV - 1 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-1-01
~~2-1-01~~
WCC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 22, 2001

STEVEN M. CARLSON
P. O. BOX 435
OZONA, FL 34660

SUBJECT: DIGITAL INTELLIGENCE GROUP, INC.
Ref. Number: W01000024382

We have received your document for DIGITAL INTELLIGENCE GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 701A00058079

**ARTICLES OF INCORPORATION
OF
DIGITAL INTELLIGENCE GROUP, INC.**

FILED
01 NOV -1 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation as set forth of this date of filing is **Digital Intelligence Group, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filling of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000,000 shares One Dollar (\$1.00) per value stock, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation and initial registered office is 276 Whisper Lake Rd, Palm Harbor, FL 34683 and the name of the initial registered agent of this corporation at that address is Steven M. Carlson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

Steven M. Carlson
276 Whisper Lake RD
Palm Harbor, FL 34683

Jason P. Atwell
276 Whisper Lake RD
Palm Harbor, FL 34683

Anthony Verde
276 Whisper Lake RD
Palm Harbor, FL 34683

ARTICLE VIII - INCORPORATIONS

The name and address of the Incorporator signing these articles is Steven M. Carlson, 276 Whisper Lake RD, Palm Harbor, FL 34683

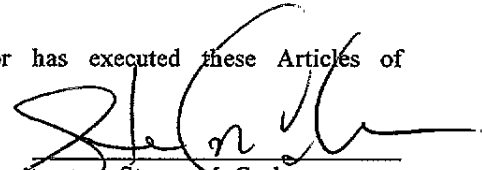
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Office of Director or any former office or director, to the full extent permitted by law.

ARTICLE X - ADMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment herto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29th day of October, 2001.

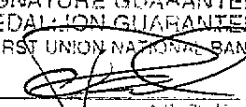

Steven M. Carlson
Senior Vice President

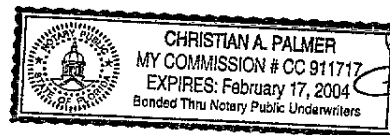
**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Steven M. Carlson, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 29th of October, 2001.


NOTARY PUBLIC, State of Florida a/ Large
My commission expires: 2/17/04

SIGNATURE GUARANTEED
MEDALLION GUARANTEED
FIRST UNION NATIONAL BANK

AUTHOR OF SIGNATURE
(3230) X 9 0 0 3 4 7 3
SECURITIES TRANSFER AGENTS MEDALLION PROGRAMSM
SR

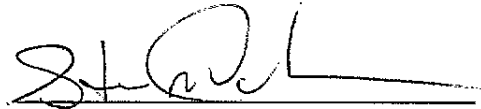


CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: DIGITAL INTELLIGENCE GROUP, INC.
2. The name and address of the registered agent and office is:

Steven M. Carlson
276 Whisper Lake RD
Palm Harbor, FL 34683


Signature

Senior Vice President
Title

Oct 29, 2001
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.325 FLORIDA STATUTES.


Signature - Registered Agent

Oct 29, 2001
Date

FILED
01 NOV - 1 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA