

# P02000035509

Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

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**FLORIDA PROFIT CORPORATION OR P.A.**  
**DIGI GROUP INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
DIGI Group Inc.**

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**

The name of the corporation shall be DIGI Group Inc.

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV ADDRESS**

The street address of the initial registered office of the corporation shall be 5871 NW 201 Lane, Miami, FL 33015 and the name of the initial Registered Agent for the corporation at that address is Nasim Zahran.

**ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been

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a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Daniel Iglesias	President	50 Shares
Gloria I Iglesias	Vice President	50 Shares

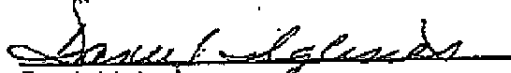
#### ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Daniel Iglesias  
9871 NW 201 Lane,  
Miami, Fl 33015

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21th day of March, 2002

Incorporator:

  
Daniel Iglesias

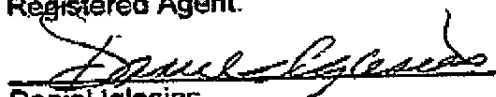
**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida,  
**DIGI Group Inc**, a corporation organizing under the laws of the State of Florida, with its  
principal office/mailing address located at 5871 NW 201 Lane, Miami, FL 33015, has  
named Daniel Iglesias, whose address is 5871 NW 201 Lane, Miami, FL 33015, as its  
Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open  
during prescribed hours; to post my name (and any other officers of said corporation  
authorized to accept service of process at the above designated address) in some  
conspicuous place in the office as required by law.

Registered Agent:

  
Daniel Iglesias

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