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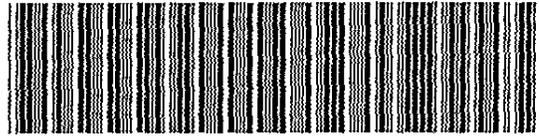
(Business Entity Name)

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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
03 APR 14 AM 10:00

4-17-03
WC

WILLIAM A. BORJA
ATTORNEY AT LAW

SUITE 204
501 S. FORT HARRISON AVE.
CLEARWATER, FLORIDA 33756

TELEPHONE (727) 442-1842
FACSIMILE (727) 441-8983

April 9, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: DIGITAL ORIGINAL, INC.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation in regard to the above referenced corporation.

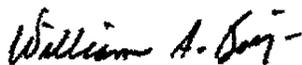
In addition please find enclosed a check in the amount of \$ 78.75 which represents the following fees:

Filing fee	\$35.00
Certified copy	8.75
Registered Agent	<u>35.00</u>
	\$ 78.75

Please file the original of said Articles and return the certified copy to my office.

Thank you for your cooperation and assistance in this matter.

Sincerely,



William A. Borja

WAB/sb
enc. CHECK, ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION

OF

DIGITAL ORIGINAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR 14 AM 10:00

The undersigned, hereby forms a Corporation under Chapter 607 of the laws of the State of Florida, by and under the provisions of the Statutes of Florida providing for the formation, liability, rights privilege and immunities of a corporation for profit.

ARTICLE I

NAME: The name of this Corporation shall be: DIGITAL ORIGINAL, INC. The address of the principal office of this corporation shall be 29296 US HIGHWAY 19 N, SUITE. 102, CLEARWATER, FL 33761, and the mailing address of the corporation shall be the same.

ARTICLE II

DURATION: This Corporation shall exist for a perpetual period.

ARTICLE III

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

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

* The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

* All voting power of this Corporation shall be vested in the common stock above designated.

ARTICLE V

* PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series of that which he or she already holds, shall have the right to purchase his or her pro rata 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 street address of the initial registered office of this Corporation is: DIGITAL ORIGINAL, INC., 29296 US Hwy 19N, Ste. 102, Clearwater, FL 33761 and the name of the initial Registered Agent's of the corporation at that address is: WILLIAM A. BORJA, 501 S. Ft. Harrison Ave., Ste 204, Clearwater, FL 33756.

ARTICLE VII

DIRECTORS: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. * The number of Directors shall be either increased or diminished from time - to - time by the By-Laws, but never be less than one.) The names and addresses of the initial Directors of this Corporation are:

PHILIP IACOLINO, JR.
29296 US Hwy 19 N, Ste. 102
Clearwater, FL 33761

ARTICLE VIII

OFFICERS: The name and addresses of the initial officers of the corporation who shall hold officer for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary/Treasurer

PHILIP IACOLINO, JR.
29296 US Hwy 19 North
Suite 102
Clearwater, FL 33761

*

ARTICLE IX

INCORPORATOR: The name and address of the person signing these Articles is: PHILIP IACOLINO, JR., 29296 US Hwy 19 N, Ste. 102, Clearwater, FL 33761

*

ARTICLE X

BY-LAWS: The power to adopt, alter amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

*

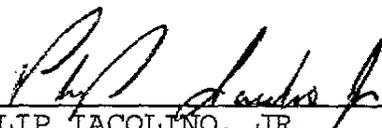
ARTICLE XI

SHARES OF STOCK: Capital Stock of this Corporation shall be issued initially to the following person and in the amounts set opposite the name:

PHILIP IACOLINO, JR. 100%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all other and this Corporation.

IN WITNESS WHEREOF, the undersigned by the incorporators, directors and officers has executed these Articles of Incorporation this 4TH day of April, 2003.



PHILIP IACOLINO, JR.
Incorporator

