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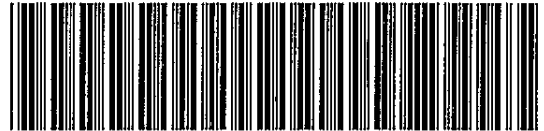
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2003 AUG 29 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

08/04/03

CARY & SOUGHERS
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525 EAST STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901
(321) 725-5525
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REED C. CARY, P.A.*
*FLORIDA BAR BOARD CERTIFIED
CRIMINAL TRIAL LAWYER
BRAD SOUGHERS, P.A.

TAMPA OFFICE
(813) 874-0321

August 28, 2003

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

Re: DIGITAL DEMENTIA, INC.

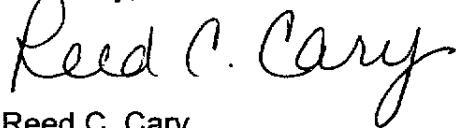
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation of DIGITAL DEMENTIA, INC. for filing. Also enclosed is payment in the amount of \$78.75 to cover the filing fees.

Kindly confirm receipt of the filing of the Articles of Incorporation by enclosing a stamped copy in the envelope provided for your convenience.

Your cooperation and assistance in this matter are greatly appreciated.

Sincerely,



Reed C. Cary

RCC:bjha
Enclosures

ARTICLES OF INCORPORATION
OF
DIGITAL DEMENTIA, INC.

FILED
2003 AUG 29 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: DIGITAL DEMENTIA, INC. The principal place of business of this corporation shall be 2140 Plumosa Way, Indialantic, Florida 32903.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2140 Plumosa Way, Indialantic, Florida 32903, and the name of the initial registered agent of the corporation at that address is JAMES A. BEVENOUR.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have two directors. The name and street address of the directors are:

JAMES A. BEVENOUR
2140 Plumosa Way
Indialantic, Florida 32903.

JODY BALLARD
1096 Lamplighter Drive, N.W.
Palm Bay, Florida 32907

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporate life, or until successors are elected or appointed is:

JAMES A. BEVENOUR
2140 Plumosa Way
Indialantic, Florida 32903.

President, Treasurer

JODY BALLARD
1096 Lamplighter Drive, N.W.
Palm Bay, Florida 32907

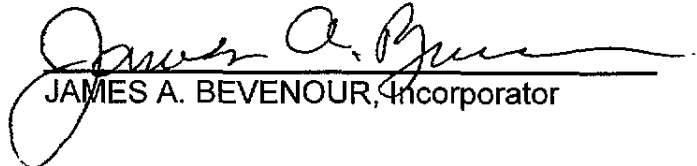
Vice President, Secretary

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

JAMES A. BEVENOUR
2140 Plumosa Way
Indialantic, Florida 32903

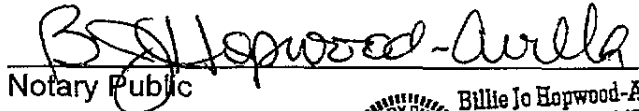
IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set his hand and seal on this 27 day of August, 2003.


JAMES A. BEVENOUR, Incorporator

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, a Notary Public, by JAMES A. BEVENOUR, who is personally known to me, on this 27 day of August, 2003.

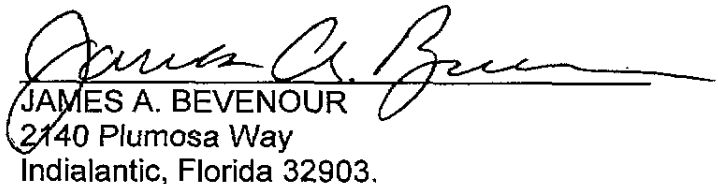

Notary Public



Billie Jo Hopwood-Avilla
Commission # DD122689
Expires July 1, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

AGREEMENT TO ACCEPT SERVICE

Having been named to accept service of process for the aforementioned corporation, at the places 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.


JAMES A. BEVENOUR
2140 Plumosa Way
Indialantic, Florida 32903.

STATE OF FLORIDA

COUNTY OF BREVARD

Before me, personally appeared JAMES A. BEVENOUR, who is personally known to me, on this 27 day of August, 2003.


Notary Public, State of Florida



Billie Jo Hopwood-Avilla
Commission # DD122689
Expires July 1, 2006
Bonded Thru