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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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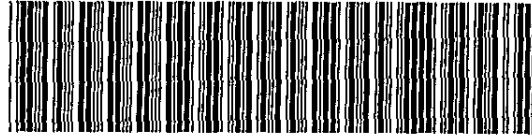
(Business Entity Name)

(Document Number)

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W-35798

**COURT DOCUMENT PREPARATION, SERVICES, INC.
F/K/A Paralegal Assistance Services, Inc.**

"Quality Assistance"

Mailing Address:
2112 Tyler Street.
Hollywood, Florida 33020

Office: (954) 925-8185
Fax: (954) 925-4974
Message: (305) 525-0338
e-mail: LawandaJoseph@AOL.com

September 2, 2004

Florida Department of State
409 E. Gaines St.
Tallahassee, FL 32399

Re: Rotech-Digital USA, Inc.

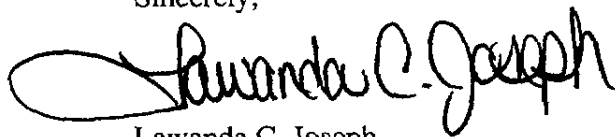
Dear Sir or Madam:

I enclose the articles of incorporation for the above referenced corporation as indicated on the document to be filed. Also, I enclose a check in the amount of \$87.50 for the filing fee.

Should you have any questions, or problems with the document or filing, please call me at (800) 585-8043 or at the above referenced number.

Thank you for your attention to this matter.

Sincerely,



Lawanda C. Joseph
Senior Paralegal

Encls.
LCJ:lr



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 28, 2004

LAWANDA C JOSEPH, SENIOR PARALEGAL
2112 TYLER ST
HOLLYWOOD, FL 33020

SUBJECT: ROTECH-DIGITAL USA, INC.
Ref. Number: W04000035798

We have received your document for ROTECH-DIGITAL USA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

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) 245-6919.

Beth Register
Document Specialist Supervisor
New Filings Section

Letter Number: 304A00056639

ARTICLES OF INCORPORATION

OF

ROTECH – DIGITAL USA, INC.

ARTICLE I - NAME

The name of this corporation is **ROTECH – DIGITAL USA, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the corporation is 1881 W. State Rod 84, Suite 107, Ft. Lauderdale, FL 33315. The name and mailing address of the registered agent of this corporation is Lawanda Joseph, 2112 Tyler Street, Hollywood, FL 33020

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 SEP 11 PM 2:01

NAME

ADDRESS

Edward H. Michaels 1881 W. State Road 84
Suite 107
Ft. Lauderdale, FL 33315

Michael Choo 1881 W. State Road 84
Suite 107
Ft. Lauderdale, FL 33315

ARTICLE VII- BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder or Directors.

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

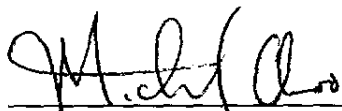
ARTICLE IX-INCORPORATOR

The name and the person signing these Articles is Michael Choo.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 21st day of September, 2004.



Michael Choo
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

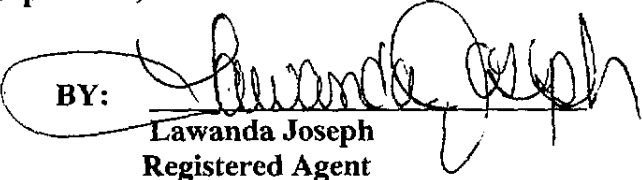
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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION 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.

DATED THIS 2nd DAY OF September, 2004.

BY:


Lawanda Joseph
Registered Agent