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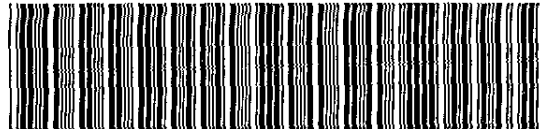
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLEASE REPLY TO: MIAMI

June 2, 2005

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

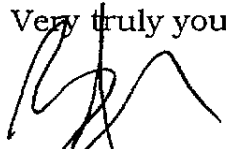
RE: Broadband Digital Products, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent and Place of Business or Domicile for the Service of Process Within Florida, and Acceptance of Agent Upon Whom Process May Be Served for the above company. Please file the original in your offices and certify and return to us one certified copy. We are enclosing our check in the amount of \$138.75 covering the filing fee, registered agent designation, and certified copy on same.

Thank you for your assistance in this matter.

Very truly yours,



Brian M. Silverio

BMS:aag
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BROADBAND DIGITAL PRODUCTS, INC.**

ARTICLE I—NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is BROADBAND DIGITAL PRODUCTS, INC. and its principal place of business shall be located at 7601 East Treasure Drive, Suite PH-201, North Bay Village, Florida 33141.

ARTICLE II—DURATION

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

ARTICLE III—PURPOSE

This corporation is organized for the purpose of the sales of broadband equipment and services to cable operators, telcos and private service providers as allowed by law.

ARTICLE IV—CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common 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/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 Museum Tower - Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is BRIAN M. SILVERIO, ESQ.

ARTICLE VII—INITIAL BOARD OF DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until his/her successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Director of the corporation is:

Name

Address

SEBASTIAN PEREIRA

7601 East Treasure Drive
Suite PH-201
North Bay Village, Florida 33141

ARTICLE VIII—OFFICERS

The name and address of the initial officer of the corporation, who shall serve until his/her successor shall be elected or appointed, is:

President and CEO:

SEBASTIAN PEREIRA
7601 East Treasure Drive, Suite PH-201
North Bay Village, Florida 33141

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is Brian M. Silverio, Esq., Silverio & Hall, P.A., Museum Tower - Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130.

ARTICLE X—INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his/her duties as an Officer or Director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.


Dated: June 21, 2005.


BRIAN M. SILVERIO
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRIAN M. SILVERIO, 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 21 day of June, 2005.

NOTARY PUBLIC-STATE OF FLORIDA
 Ana Abrahantes-Garcia
Commission # DD403779
Expires: MAR. 26, 2009
Bonded Thru Atlantic Bonding Co., Inc.


NOTARY PUBLIC
State of Florida at Large

My commission expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607 et seq., Florida Statutes, the following is submitted:

FIRST that BROADBAND DIGITAL PRODUCTS, INC., desiring to organize, qualify and incorporate under the laws of the State of Florida, has named BRIAN M. SILVERIO, ESQ., located at Museum Tower - Penthouse 2850, 150 West Flagler Street, Miami, Florida 33130, as its agent to accept service of process within Florida.

Dated: June 2nd, 2005.


BRIAN M. SILVERIO
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 2nd, 2005.


BRIAN M. SILVERIO
Incorporator

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA