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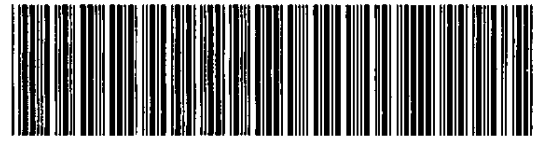
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DIVISION OF CORPORATIONS
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Accounting Offices of
Mitchell W. Bruckner, CPA, P.A.
4300 North University Drive
Suite A-106
Lauderhill, Florida 33351

Member American & Florida Institute of CPAs
Member National Society of Accountants

Phone 954-741-0381 / Fax 954-741-4747
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January 5, 2011

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: B-DIGITAL, INC.

Enclosed is an original and one copy of the Articles of Incorporation for the above captioned business and check for Seventy Eight & 75/100 (\$78.75).

Respectfully,

Mitchell W. Bruckner, CPA

MWB/ms
Encl. (3)

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ARTICLES OF INCORPORATION

OF

B-DIGITAL, INC.

FILED
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DIVISION OF CORPORATIONS

2011 JAN 21 PM 3:06

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME & ADDRESS

The name of the corporation is **B-Digital, Inc.** Its principle place of business is located at 550 S. Rosemary Avenue, Suite 152, West Palm Beach, Florida 33401

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these are filed by the Secretary of State.

ARTICLE III

PURPOSE

The purpose of the corporation is to perform any and all activities, and own any operations that are necessary, to lawfully operate audio/video technology company, or, any other activity legal under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1: Authorized Capital

This corporation is authorized to issue 100 shares (one hundred) of \$1.00 (one dollar) par value common stock which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares. This corporation can issue additional shares upon approval of the Board of Directors.

Section 4.2: Restrictions on Transfer of Stock

The shareholders may, by By-Law, Provision or by Shareholder's Agreement recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they see fit.

Section 4.3: Approval of Shareholders Required for Merger

The approval of a majority of the Shareholders of this corporation to any plan of merger or consolidations shall be required in every case, whether or not such approval is required by law.

ARTICLE V

PREFERENCES, LIMITATION, AND RELATIVE RIGHTS
OF SHARE OF COMMON STOCK

Section 5.1 Dividends

The holders of record of the common stock of this corporation shall entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 5.2 Rights Upon Liquidation of Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common stock shall be paid from the remaining assets of this corporation ratably.

Section 5.3 Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI

DESIGNATION OF SERIES

There shall exist no series in the issuance of the common stock authorized herein.

ARTICLE VII

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 first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4300 North University Drive, Ste A-106, Lauderhill Florida 33351, and the name of the initial registered agent of this corporation at that address is Mitchell W. Bruckner, CPA, P.A.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may be increased from time to time by the By-Laws, but never be less than one (1). The names of the initial Directors of this corporation are William Curran and Robert Melnik.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is William Curran located at 550 S. Rosemary Avenue, Suite 152, West Palm Beach, Florida 33401

ARTICLE XI

BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Director(s) The By-Laws shall

be adopted, altered, amended or repealed from time to time by either the Shareholder(s) or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XII

COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XIII

INDEMNIFICATION


This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 05th day of January, 2011.



William Curran

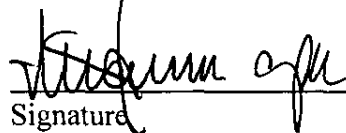
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **B-DIGITAL, INC.**

2. The name and address of the registered agent and office is **Mitchell W. Bruckner, CPA, P.A. located at 4300 North University Drive, Ste A-106, Lauderhill Florida 33351.**

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.


Signature


Date

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