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** QUOTATION **

INVOICE # DIGITA

1/11/95

CUSTOMER # MATH01

CAPITAL CONNECTION, INC.
P.O. BOX 10349

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JWS

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CLIENT REP. JULIA WATSON

DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING
FILE ART WITH CERT COPY FOR:
DIGITAL CONNECTIONS, INC.

JAN 11 1995 BSB

FILED
95 JAN 11 PM 1:28
RECEIVED
95 JAN 11 AM 10:20
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIGITAL CONNECTIONS, INC.

FILED
95 JAN 11 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is:

DIGITAL CONNECTIONS, INC.

The principal and mailing address of the corporation is:

743 Highway 98 East, Suite A
Destin, FL 32541

ARTICLE II
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
STOCK

The number of shares of common stock which the corporation shall have the authority to have outstanding at any one time shall be One Thousand (1,000) shares. The shares shall have a par value of \$1.00 per share.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is as follows:

Dana C. Matthews
607 Highway 98 East
Destin, FL 32541

ARTICLE V
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
HELMUT MAHLKE	743 Highway 98 East, Suite A Destin, FL 32541
JOHN L. BURWELL, JR.	215 St. Andrews Drive Jackson, MS 39211

ARTICLE VI
INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
DANA C. MATTHEWS	607 Highway 98 East Destin, FL 32541

ARTICLE VII
EFFECTIVE DATE

These Articles of Incorporation for DIGITAL CONNECTIONS, INC. shall be effective the 11th day of January, 1995.

ARTICLE VIII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X
INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.


ARTICLE XI
AMENDMENT OF ARTICLES

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

ARTICLE XII
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of January, 1995.

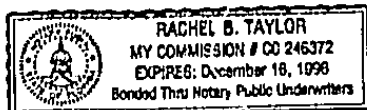


DANA C. MATTHEWS

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared DANA C. MATTHEWS personally known to me or who has produced _____ as identification, to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state last aforesaid this 10th day of January, 1995.

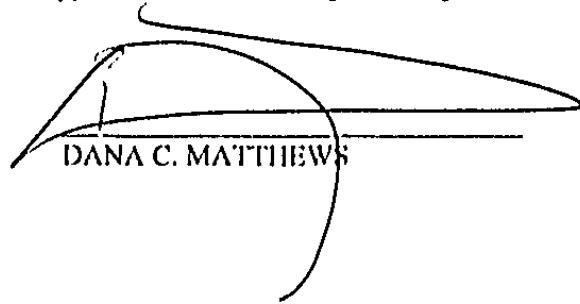




NOTARY PUBLIC
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.



DANA C. MATTHEWS

FILED
95 JAN 11 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA