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LAW OFFICES
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OF COUNSEL
W. DAVID KELLY

January 28, 1995

Secretary of State
Florida Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32314

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-01/30/95--01101--015
***122.50 ***122.50

Re: DigiSoft Inc.

Dear Sirs:

Enclosed are the Articles of Incorporation for DigiSoft Inc. to be incorporated with the State of Florida. A check in the amount of \$122.50 is enclosed for the costs of same.

Please incorporate as soon as possible.

Very truly yours,

L. Michael Osman

L. Michael Osman

LMO/mu
Enc.

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TALLAHASSEE, FLORIDA

1000
2/02/95
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ARTICLES OF INCORPORATION
OF
DigiSoft Inc.
(Florida Statutes 607.164)

We, the undersigned, hereby associate ourselves together and make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
DigiSoft Inc.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida. The general nature of the business to be transacted by this corporation shall be, but not limited to, the following:

- a.) Engineering consulting and contracting.
- b.) To construct, erect, build, equip, repair and improve houses, buildings, tracts, streets, sidewalks, sewers, docks, fills, and other structures and improvements of any kind or character whatsoever; to buy, sell, purchase, lease or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein or choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; to plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways therein; and to transact all or

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any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

c.) To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

d.) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

e.) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

f.) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held, or guarantees, and to do any and all other acts or things for the

preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

g.) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

h.) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures, any other obligations and evidences of indebtedness as payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deeds or deeds of trust or pledge or other lien upon any and all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred common stock of the corporation, now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

i.) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds secured or evidences of indebtedness created by any other corporation or corporations, and while owning

said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

j.) To purchase, sell, and transfer shares of its own capital stock.

k.) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE IV

The maximum number of shares of stock shall be One Thousand of the par value of One Dollar (\$1.00) per share, all of which shall be common stock. Each of the said shares of stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All or any part of said stock may be paid for in cash, in property, in labor or in services at a fair evaluation to be fixed by the incorporators or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The principal office of the corporation shall be located at 655 N.W. 164 Avenue, Pembroke Pines, Florida 33028 but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined or deemed expedient.

ARTICLE VII

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5), the number of same to be fixed by the Board of Directors or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws, if any, adopted by the stockholders, the directors may make the by-laws, and meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, who, subject to these Articles, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified, are:

NAMES

Rodolfo Garcia

ADDRESSES

655 N.W. 164 Avenue
Pembroke Pines, Florida 33028

ARTICLE IX

The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation (is) (are):

<u>NAME</u>	<u>ADDRESSES</u>
Rodolfo Garcia	655 N.W. 164 Avenue Pembroke Pines, Florida 33028

ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of these Articles of Incorporation.

a.) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

b.) The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

c.) The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

d.) No contract or other transaction between the corporation and any other corporation in the absence of fraud,

shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in or is a Director or officer or are Directors or officers of such other corporation. Any Director or Directors, individually or jointly, may be a party to or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might be otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter described by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares)

of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIV

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

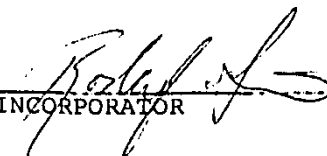
ARTICLE XV

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of 66 2/3 percent of the shares then entitled to vote at an election of directors.

ARTICLE XVI

If all the directors severally or 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.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Dade County, Florida, for the uses and purposes aforesaid.

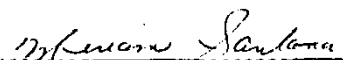

INCORPORATOR

STATE OF FLORIDA

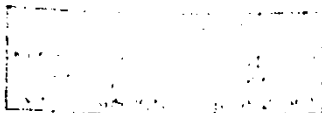
COUNTY OF DADE

On this 21 day of January, 1995, before me, the undersigned officer, personally appeared, Rodolfo Garcia known to me to be the person(s) whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC, State of
Florida.

My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

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STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom
Process May Be Served and Names and Addresses of the Officers and
Directors.

The following is submitted, in compliance with Chapter
48.091, Florida Statutes:

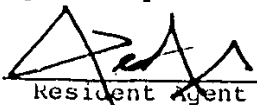
DigiSoft Inc., a corporation organized (or organizing) under
the laws of the State of Florida with its principal office at 655
N.W. 164 Avenue, in the City of Pembroke Pines, County of
Broward, State of Florida, has named L. Michael Osman, located at
1474-A West 84 Street City of Hialeah, County of Dade, State of
Florida, as its agent to accept service of process within this
State.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
Rodolfo Garcia	(P)	655 N.W. 164 Avenue Pembroke Pines, Florida 33028
Rodolfo Garcia	(S)	655 N.W. 164 Avenue Pembroke Pines, Florida 33028
	(T)	
	(V)	

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to
keep office open during prescribed hours; to post my name (and
any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in
some conspicuous place in office as required by law.


Resident Agent