

P95000015910

Charter Number Only

2-43-95
 #PHZ
 Knight Bridge Consultants
 Requestor's Name
 155 South Main Ave
 Address
 Miami, FL 33130
 City State ZIP Phone

539-1029

REGISTRATION ONLY

600001415806
 -02/27/95--01002--027
 ****122.50 ****122.50

CORPORATION(S) NAME

DIGITAL LINK CORP

RECEIVED
 95 FEB 27 AM 9:50
 DIVISION OF CORPORATION REGISTRATION

FILED
 95 FEB 27 AM 10:25
 DIVISION OF CORPORATION REGISTRATION

 FLORIDA DEPARTMENT OF STATE
 TOLL FREE: 1-800-432-3028

- Profit
- NonProfit
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Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. SIMS FEB 27 1995

**ARTICLES OF INCORPORATION
OF
DIGITAL LINK, CORP.**

95 FEB 27 11 03 25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

ARTICLE I - NAME

The name of the corporation shall be **DIGITAL LINK, CORP.**

ARTICLE II - ACTIVITY

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

ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at one dollar (\$1.00) par value, that this Corporation is authorized to have outstanding at any time is **One thousand (1,000) shares**, as follows:

**JORNAL BALCÃO EDITORA LTDA.
R. ARAÚJO PORTO ALEGRE, 71 - 3 and.
20030-010-RIO DE JANEIRO/RJ/BRAZIL 510 Shares**

**ALAN FLETCHER
RUA ANTONIO PARREIRAS, 40 - AP. 401
NITEROI, RIO DE JANEIRO, BRAZIL 490 Shares**

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will not be less than **One thousand (1,000.00) Dollars.**

ARTICLE V - CAPITAL STOCK

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE VI - EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this Corporation shall be at:

**915 N.W. 1st Avenue, Suite H-1209
Miami, Florida 33130**

ARTICLE VIII - BOARD OF DIRECTORS

The number of the board of directors of the Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

**ALAN FLETCHER President/Secretary/Treasurer
915 N.W. 1st Avenue, H-1209
Miami, Florida 33130**

ARTICLE IX - SHAREHOLDERS

The names and post office addresses of each shareholder to the articles of incorporation are as follows:

**JORNAL BALCÃO EDITORA LTDA.
R. ARAÚJO PORTO ALEGRE, 71 - 3 and.
20030-010-RIO DE JANEIRO/RJ/BRAZIL**

**ALAN FLETCHER
RUA ANTONIO PARREIRAS, 40 - AP. 401
NITEROI, RIO DE JANEIRO, BRAZIL**

ARTICLE X - INCORPORATORS

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

**ALAN FLETCHER
915 N.W. 1st Avenue, H-1209
Miami, Florida 33130**

ARTICLE XI - LIMITATIONS OF CORPORATE STOCK

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

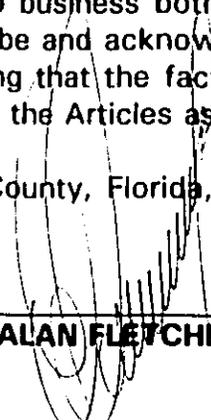
ARTICLE XII - FURTHER RIGHTS

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under

what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

I, the undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as hereinstated.

Subscribed at Miami, Dade County, Florida, this 23 day of February 1995.



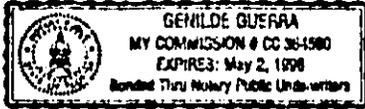
ALAN FLETCHER

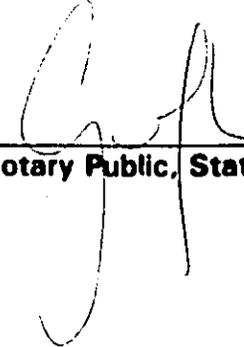
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **ALAN FLETCHER** who, after showing PASSPORT as identity and being duly sworn by me, depose and say that he signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This

23 day of February, 1995.





Notary Public, State of Florida

My commission expires:

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95 FEB 27 11 19 25
NOTARY PUBLIC STATE OF FLORIDA

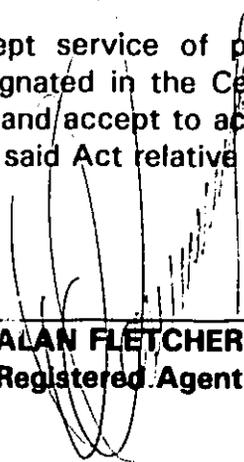
**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That **DIGITAL LINK, CORP.** is qualified to do business under the laws of the State of Florida, with its principal office at **915 N.W. 1ST AVENUE, SUITE h-1209 - MIAMI, FL 33130** and has appointed **ALAN FLETCHER** at the same principal office address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



ALAN FLETCHER
Registered Agent

095000015910

LAW OFFICES OF ROBERT A. KRAVITZ

155 South Miami Avenue, PH-1 - Miami, Florida 33130
Tel: (305) 539-0003 - Fax: 539-1029 - After hours: 285-2071

June 27, 1995

Ms. Bobbie Eldridge
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, Florida 32314

Re.: DIGITAL LINK, CORP.
Amendment to Articles of Incorporation

Dear Ms. Eldridge,

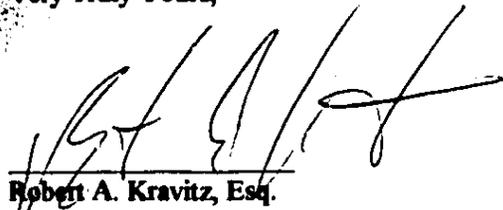
As per your telephone conversation with our office last week, please find attached, ~~attached~~ amendment to Articles of Incorporation of Digital Link, Corp., due to the duplicity in names ~~corrected~~ by your office.

We have amended article I to reflect the new name, DIGITAL LINK PUBLISHING CORPORATION, and also article VII, due to the change of address of the corporation's main office.

We thank you for your help in solving this situation, as by the time the problem was detected, the corporation already had its name registered in several different documents, from lease agreements to vehicle titles. The corporation will proceed to correct the name wherever necessary as soon as written notification that the amendment has been accepted and filed is received.

Please send a copy of the filed amendment either to our office or directly to the corporation's new address.

Very Truly Yours,



Robert A. Kravitz, Esq.

/esp

FILED
95 JUN - 6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NLC Amend
SP

AMENDMENT TO ARTICLES OF INCORPORATION

OF

DIGITAL LINK, CORP.

FILED
95 JUL -6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby for the purpose of amending the Articles of Incorporation of the corporation organized under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, incorporated on February 27, 1995 under number P95000015910 with the Secretary of State, amend the original Article number I as follows. All other Articles of Incorporation remain unaltered and in force.

ARTICLE I - NAME

The name of the corporation shall be **DIGITAL LINK PUBLISHING CORPORATION.**

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this Corporation shall be at:

**2750 N. 29th Avenue, Suite 310
Hollywood, Florida 33020**

ARTICLE X - INCORPORATOR OF AMENDMENT

The names and post office addresses of the incorporator to the amendment of the articles of incorporation is as follows:

**Alan Fletcher
401 S.W. 86 Avenue #201
Pembroke Pines, FL 33025**

I, the undersigned, being the incorporator named for the purpose of amending the articles of incorporation of DIGITAL LINK PUBLISHING CORPORATION, a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Amendments hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as hereinstated.

This amendment was adopted by the incorporator on June 26, 1995. Shareholder approval is not required.

Subscribed at Miami, Dade County, Florida, this 26 day of June, 1995.

Alan Fletcher
Alan Fletcher

STATE OF FLORIDA |
 |
COUNTY OF DADE |

SS.

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared Alan Fletcher who, after showing Fl. D.Lic. as identity and being duly sworn by me, depose and say that he signed the above foregoing Amendment to Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 26 day of June, 1995.

Corrine Buckley
Notary Public, State of Florida

My commission expires:
July 20, 1996



OFFICIAL SEAL
CORRINE BUCKLEY
My Commission Expires
July 20, 1996
Comm. No. CC 216329