

P95000053092
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED
CORPORATIONS
DIVISION
MAY 11 1995

SUBJECT: Digital Universe, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00 \$78.75 \$122.50 \$131.25

FROM: Barbara O'Rourke
Name (printed or typed)
8860 NW 18th Terrace
Address
Miami, FL 33172
City, State & Zip
305 592-6167
Daytime Telephone number

RECEIVED
MAY 11 1995

100001529251
-07/03/95--01048--003
+++122.50 +++122.50

NOTE: Please provide the original and one copy of the articles.

FILED
93 JUL -3 11 9:51
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIGITAL UNIVERSE, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

DIGITAL UNIVERSE, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

Address

The address of the principal office of the corporation, and its mailing address is 8860 N.W. 18th Terrace, Miami, Florida 33172

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 8860 N.W. 18th Terrace, Miami, Florida 33172. The name of the initial registered agent at such office is Daniel Rivera.

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction

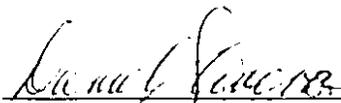
ARTICLE VII

Incorporator

(a) The name and address of the incorporator of the corporation are: Daniel Rivera, 8860 N.W. 18th Terrace, Miami, Florida 33172

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

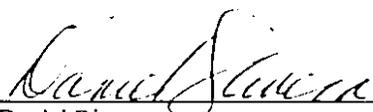
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1995.


Daniel Rivera

--oOo--

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above - named corporation at the place designated in these Articles of Incorporation, 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.


Daniel Rivera

P95000053092

9/28/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

12:12 AM

((H95000010864))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: FOWLER, WHITE, BURNETT, ET AL
INT'L PLACE, 17TH FLOOR
100 SE SECOND ST.
MIAMI FL 33131-

FAX: (904) 922-4000

CONTACT: JUDITH D RODMAN
PHONE: (305) 789-9200
FAX: (305) 789-9201

((H95000010864))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: DIGITAL UNIVERSE, INC.

FAX AUDIT NUMBER: H95000010864

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/28/1995

TIME REQUESTED: 12:11:58

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

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((H95000010864))

** ENTER 'M' FOR MENU. **

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08/28/95 - PWS
File

08/28, 08/28, 08/27

FILED
95 SEP 28 PM 4:21
TALLAHASSEE, FLORIDA

12:11:58



FLORIDA DEPARTMENT OF STATE
Sandra B. Morfitt
Secretary of State

September 28, 1995

DIGITAL UNIVERSE, INC.
8860 N.W. 18TH TERRACE
MIAMI, FL 33172

SUBJECT: DIGITAL UNIVERSE, INC.
REF: P95000053092

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000010864
Letter Number: 795A00044420

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

TELEFAX

FROM THE LAW OFFICES OF
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, FL 33131

OUR FAX NO. 305-789-9201
OUR TELEPHONE NO. 305-789-9200

PLEASE DELIVER THE FOLLOWING PAGES AS SOON AS POSSIBLE TO:

NAME: Linda Stitt
FIRM: Division of Corporations
CITY: Tallahassee, Florida
FAX NO. 904-922-4000

FROM Judy Rodman, Paralegal

OUR FILE NO.: 27516-JHW

COMMENTS: Re: Fax Audit No. H95000010864
Letter No. 795A00044420
Document No. P95000053092
Electronic Filing Account No. 071250001512

Enclosed is revised Articles of Amendment to Articles of Incorporation in accordance with your instruction letter dated September 28, 1995, copy enclosed. If at all possible we would very much appreciate your assigning a filing date of today, September 28, 1995.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 4

DATE: September 28, 1995

IMPORTANT MESSAGE

THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

Audit No. H95000010864

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DIGITAL UNIVERSE, INC.

FILED

95 SEP 28 PM 4:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

DIGITAL UNIVERSE, INC.

2. The Articles of Incorporation are hereby amended by deleting ARTICLE III in its entirety and substituting therefor the following:

"ARTICLE III

Authorized Capital

The corporation is authorized to issue (a) One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share; and (b) One Thousand (1,000) shares of preferred stock with a par value of \$1,000.00 per share. Said preferred stock shall be non-cumulative, non-voting, non-participating, and nonconvertible.

The other preferences, limitations, designation, restrictions, and relative rights of the shares of said preferred stock shall be as follows:

A. Face Value. Each share of the preferred stock will have a face value of \$1,000.00.

B. Dividend Rights. The holders of record of shares of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, dividends in cash, at a rate per share of \$100.00 per annum and no more (the "Dividend Rate"), on such date as shall be determined by the Board of Directors, in preference to and in priority over dividends upon the common stock of the corporation.

C. Voting Rights. Except as otherwise required by law, the preferred stock shall not entitle the holders thereof to vote upon any matter relating to the business or affairs of the corporation or for any other purpose.

D. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of preferred stock shall be entitled to receive \$1,000.00 per share, plus an amount equal to any dividends accrued and unpaid through the date of such event, but no more,

Jonathan H. Warnex, Esq.
Fowler, White, Burnett, Murley, Banick & Strickroot, P.A.
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Florida Bar No. 144553
Audit No. H95000010864

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before any distribution or payment may be made to the holders of any common stock. In the event that the assets of the corporation available for distribution to the holders of shares of the preferred stock are insufficient to pay in full all amounts to which such holders are entitled pursuant to this paragraph D, then the entire assets of the corporation available for distribution to the holders of the preferred stock shall be distributed among such holders in equal amounts per share, and no such distribution shall be made on account of any shares of the common stock.

E. Redemption Rights. The preferred stock may be redeemed, in whole or in part, upon thirty (30) days prior written notice to the holders, at the option of the corporation by resolution of its Board of Directors, at any time, and from time to time, at the redemption price per share of \$1,000 plus an amount equal to any dividends accrued and unpaid through the date fixed for redemption. The holders of the preferred stock shall have no right to require the corporation to redeem such stock."

3. The foregoing Amendment was approved by unanimous written consent of the shareholders and all directors of the corporation as of September 26, 1995.

IN WITNESS WHEREOF, the corporation has executed these Articles of Amendment by its officer thereunto duly authorized this 27th day of September, 1995.

DIGITAL UNIVERSE, INC.

By: *Dan Rivora*
Dan Rivora, President

Jonathan H. Warner, Esq.
Fowler, White, Burnatt, Hurley, Banick & Strickroot, P.A.
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