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95 JUL 21 3 07

ACCOUNT NO. : 0721000000032

REFERENCE : 645749 7020B

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : 9 122.50

ORDER DATE : July 20, 1995

ORDER TIME : 12:24 PM

900001543879

ORDER NO. : 645749

CUSTOMER NO: 7020B

CUSTOMER: Ronald Englert, Esq
HALEY SINAGRA & PEREZ, PA

One Corporate Plaza, Suite 650
110 E. Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: DIGITAL DOMAIN LEASING CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

JUL 24 1995 BSB

FILED
95 JUL 21 PM 9:01

FILED
95 JUL 21 AM 9:01
ARTICLES OF INCORPORATION
OF
DIGITAL DOMAIN LEASING CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DIGITAL DOMAIN LEASING CORP.

The address of the principal office of this corporation shall be 2875 Northeast 191st Street, Suite 824, Aventura, Florida 33180, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 21, 1995.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

FILED

05 JUN 21 AM 9:01

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

DAS/cmh

995000056793

LAW OFFICES
HALEY, SINAGRA & PEREZ, P.A.

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HOWARD S. TOLAND
J. PABLO MEDRANO

SCOTT BIERER
RAUL DELA CARMER
JAMES W. CARPENTER
TIMOTHY H. CRUTCHFIELD
JOEL EYER
JAMES J. HUGHES
DORIS E. KATZMAN
ERIC H. KATZMAN
STEVEN H. RUBIN
FRANCIS A. M. SHER
JOHN E. URBAN
LEONARD ZELMAN

August 7, 1995

DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Digital Domain Leasing Corp.
Our File No.: 2005.1

Dear Sir or Madam:

Enclosed you will find this law firm's check in the amount of \$35.00 representing your fee for a change of registered agent and registered office. Also enclosed is original and one copy of a Statement of Change of Registered Agent.

Please stamp the copy to indicate receipt of the above and return it to me in the self-addressed, return envelope enclosed for your convenience.

Very truly yours,

Carol A. Kuehnle

Carol A. Kuehnle,
Secretary to
Ronald G. Englert, Esquire

Enclosures: check, original form, form copy and envelope

cak-C:\WPDOC\2005.1\STATE.RA

R.A. Chang
M. HENDRICKS AUG 10 1995

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: DIGITAL DOMAIN LEASING CORP.

1b. Date of Incorporation July 21, 1995 Document number P95000056793

2. The name and address of the current registered agent and office:
Corporation Service Company

1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

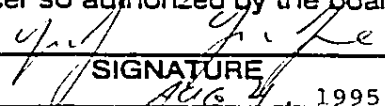
HOWARD S. TOLAND, Esq.

Haley, Sinagra & Perez, P.A.

110 E. Broward Blvd., Suite 650, Fort Lauderdale, FL 33301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.


SIGNATURE
Aug 4, 1995
DATE

YOSEF YOSIFOVE, President
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
(Registered Agent)
DATE Aug 4, 1995

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