



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000002

REFERENCE : 687001 06901D

AUTHORIZATION :

Patricia Pignato

COST LIMIT : 0122.50

ORDER DATE : September 19, 1995

ORDER TIME : 4:48 PM

ORDER NO. : 687001

800001589038

CUSTOMER NO: 06901D

CUSTOMER: Ms. Theresa Festa
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: MAIL LATIN AMERICA, INC.

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: Deborah Schrader

EXAMINER'S INITIALS:

FILED
95 SEP 20 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 SEP 20 PM 9:20
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

T. BROWN SEP 20 1995

ARTICLES OF INCORPORATION
OF
MAIL LATIN AMERICA INC.

FILED
95 SEP 20 PM 12:23
TALLAHASSEE FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is MAIL LATIN AMERICA INC.

SECOND: The street address, wherever located, of the principal office of the corporation is c/o Harry Litwin, 122 East 42nd Street, New York, New York 10168.

The mailing address, wherever located, of the corporation is c/o Harry Litwin, 122 East 42nd Street, New York, New York 10168.

THIRD: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Athena Amaxas

ADDRESS

375 Hudson Street, 11th Floor
New York, New York 10014

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

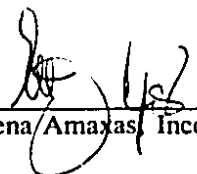
SEVENTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on September 11, 1995.



Athena Amayas, Incorporator

Having been named as registered agent and to accept service of process 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: *Delia Taliento*
Delia Taliento, Assistant Vice-President

Date: September 11, 1995

FILED
95 SEP 20 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P950000/2632

001-222-0071
001-222-0393 FAX



RECEIVED
96 JAN 24 PM 2:15
DIVISION OF CORPORATION

FILED
96 JAN 24 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 00510000000000
ORDER NO. : 00000000000000
AUTHORIZATION : *Patricia T. Tjebk*
COST LIMIT : \$ 0.00

ORDER DATE : January 23, 1996

ORDER TIME : 11:48 AM

ORDER NO. : 00000000000000

CUSTOMER NO. : 4357450

000001687000

CUSTOMER:

Henry Litwin Esq.
100 E. 42nd St.

New York, NY 10168

DOMESTIC AMENDMENT FILING

NAME: MAIL LATIN AMERICA INC.

XX _____ ARTICLES OF AMENDMENT
_____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Patricia Tjebk

EXPORTER'S CERTIFICATE

Name Change
1/25/96
DC

ARTICLES OF AMENDMENT
OF
MAIL LATIN AMERICA INC.

FILED
\$5 JUN 24 PM 4-23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is MAIL LATIN AMERICA INC.
2. Article FIRST of the Articles of Incorporation of the corporation is hereby amended so as to read as follows:

"FIRST: The name of the corporation is DGRHM HOLDINGS INC.

3. The corporation has not yet issued shares.
4. The amendment herein provided for was adopted by the sole Director of the corporation without shareholder action on Jan. 15 1996.
5. Shareholder action was not required.
6. The undersigned is the sole director of the corporation

Executed on Jan. 15 1996

MAIL LATIN AMERICA INC.

By: 
Robert Mitzman, Director