

3/07/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.
DEPARTMENT OF REVENUE 55 NW 11TH ST
TALLAHASSEE, FL 32310-0000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DIGITAL VIDEO SOLUTIONS INC.

FAX AUDIT NUMBER: H96000003249

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/07/1998

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ARTICLES OF INCORPORATION

OF

DIGITAL VIDEO SOLUTIONS, INC.

ARTICLE I - NAME

The name of the corporation is DIGITAL VIDEO SOLUTIONS, INC.

ARTICLE II - JURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation is at 1550 Madruga Ave., Ste 406, Coral Gables, Florida 33146. The street address of the registered office of this corporation is 1550 Madruga Ave., Ste 406, Coral Gables, Florida 33146., and the name of the registered agent of this corporation at that address is Rolando Vicens.

H96-03249
BOS INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
202.692.0076

H96-03249

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (3) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Camilo Aranguren	Avda. Guaiciapuro Torre Hener Piso 1, Ofc. 1-A El Rosal, Caracas, Venezuela
Alberto Luis Dillion	Avda. Guaiciapuro Torre Hener Piso 1, Ofc. 1-A El Rosal, Caracas, Venezuela
Jaime Tovar	Avda. Guaiciapuro Torre Hener Piso 1, Ofc. 1-A El Rosal, Caracas, Venezuela

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Camilo Aranguren
Avda. Guaiciapuro Torre Hener Piso 1,
Ofc. 1-A El Rosal, Caracas, Venezuela

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 6th day of March, 1996.

Camilo Aranguren
Camilo Aranguren

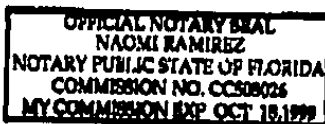
STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 6th day of March, 1996, by Camilo Aranguren (personally known to me).

Naomi Ramirez
Notary Public,
State of Florida

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

THAT, DIGITAL VIDEO SOLUTIONS ^{Inc.} desiring to organize under the
laws of the State of Florida, with its principal offices as
indicated in the Articles of Incorporation has named Rolando
Vicens at 1550 Madruga Ave., Ste 406, Coral Gables, FL 33146,
as its Agent to accept service of process within the State.

ACKNOWLEDGEMENT

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

By:


Rolando Vicens

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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