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LAW OFFICES

WETZEL AND GROSS

39 EAST 6TH STREET

HALEAH, FLORIDA 33010

(305) 883-6595 • Fax (305) 883-6555

WILLIAM G. WETZEL JR.

RICHARD W. GROSS

March 5, 1996

Secretary of State
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

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-03/07/96--01044--011

***122.50 ***122.50

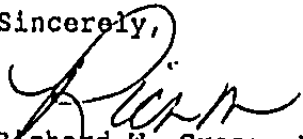
RE: DIGIMAGINE, INC.

Dear Sir:

Herewith enclosed is the original and one copy of the Articles of Incorporation for a new corporation named Digimagine, Inc.

Also enclosed is a check in the amount of \$122.50 for the filing fee and return of a certified copy of the Articles of Incorporation.

Sincerely,


Richard W. Gross, Esq.

RWG:db

Enclosures

SN MAR 11 1996

FILED
96 MAR -7 PM 1:25
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIGIMAGINE, INC.

FILED
26 MAR -7 PM 1:25
TALLAHASSEE, FLORIDA

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:

Digimagine, Inc.

The address of the principal office of this corporation shall be 39 East 6th Street, Hialeah, FL 33010 and the mailing address 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 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 39 East 6th Street, Hialeah, Florida, 33010, and the name of the initial registered agent of the corporation at that address is Richard W. Gross, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors. The name and street address of the members of the Board of Directors are:

1. James F. Wetzel
6937 Holly Road
Miami Lakes, FL 33014
2. Ricardo Proven
12400 S.W. 144th Terrace
Miami, FL 33186

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

1. James F. Wetzel
6937 Holly Road
Miami Lakes, FL 33014
President/Treasurer
2. Ricardo Proven
12400 S.W. 144th Terrace
Miami, FL 33186
Vice President/Secretary

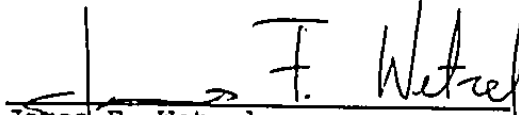
ARTICLE VIII. INCORPORATOR

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

James F. Wetzel
6937 Holly Road
Miami Lakes, FL 33014

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 29th day of February, 1996.

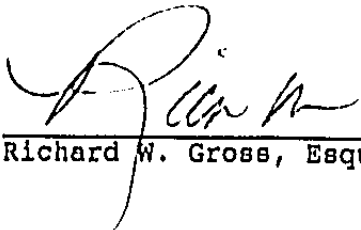
By:


James F. Wetzel

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Richard W. Gross, Esquire, a practicing attorney, 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.

By:


Richard W. Gross, Esquire

FILED
MAR-7 PM 1:25
TALLAHASSEE, FLORIDA