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RKS RONALD K. STERN
Certified Public Accountant

July 2, 1996

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

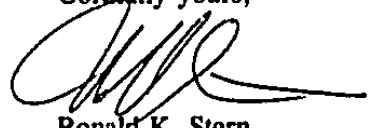
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Gentlemen:

Enclosed please find the Articles of Incorporation for Digital Media Services, Inc., accompanied by our check in the amount of \$122.50 covering the various fees for processing.

If you need any further information, please feel free to contact the undersigned.

Cordially yours,



Ronald K. Stern
Certified Public Accountant

Encl.:

RKS:mp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FILED

DIGITAL MEDIA SERVICES, INC. 96 JUL -5 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates himself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I

The name and principal business office of the corporation is: DIGITAL MEDIA SERVICES, INC., 13100 S.W. 92ND AVENUE, #C-302, MIAMI, FL 33176.

ARTICLE II

The general nature of the business to be conducted and carried by this corporation is:

(a) To engage in any or all aspects of computer programming and services, including Internet, web page hosting and design.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

(c) The foregoing shall be construed as independent businesses, and enumeration of any specific business shall not restrict any other business of the corporation.

(d) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its assets.

(e) Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the bylaws of the corporation may designate.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) (1) The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restrictions shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation of any such shares disposed of or cancelled.

(3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

(a) Eliminating fractional shares.

(b) Collection or compromising indebtedness to the corporation.

(c) Paying dissenting shareholders entitled to payments for their shares under the provisions of the General Corporation Act.

(d) Effecting, subject to the other provisions of the General Corporation Act, the retirement of its redeemable shares by redemption or by purchases at not to exceed the redemption price.

(4) No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent.

(h) The corporation may keep the books of the company outside the State of Florida, except as may otherwise be provided by the law.

(i) The company may make by-laws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Articles of Incorporation.

(j) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(k) The stockholders shall have the power, either in the bylaws of the corporation or by contractual agreement among themselves, to make any limitations on the sale, assignment, transfer, pledge hypothecation or other disposition of the stock of the corporation, as to which the stockholders of the corporation deem necessary and/or proper, for the best interests of the corporation.

(1) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of the Articles shall be regarded as independent objects and purposes.

ARTICLE III

(a) The stockholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which said agreement shall be binding upon all persons.

(b) The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be seven thousand five hundred (7,500) shares at \$1.00--par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

(c) All of the aforementioned stock is to be issued as fully paid for and non-assessable.

(d) There shall be pre-emptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to acquire shares. Stock in other corporations in going businesses may be purchased by the corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED (\$500.00) dollars.

ARTICLE V

The existence of this corporation is perpetual.

ARTICLE VI

The name and street address of the initial registered agent and registered office of this corporation is : Ronald K. Stern, CPA, 9300 S. Dadeland Blvd., #209, Miami, FL 33156. However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, subject to the provisions of the by-laws adopted by the stockholders, but shall never be less than one.

(a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, alter, amend or repeal the by-laws of the corporation.

(2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

(3) To set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was created.

(4) When, and as authorized by the affirmative vote of the holders of all the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of the holders of all the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchise, upon such terms and conditions and for such consideration which may be whole, or in part, shares of stock in and/or other securities of any other corporation or corporations, as the Board of Directors, shall deem expedient and for the best interests of the corporation.

ARTICLE VIII

The names and addresses of the first Board of Directors are:

Stephen Jason Baron	13100 S.W. 92nd Avenue #C-302 Miami, FL 33176
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Bradley Eugene Polick	8210 N.W. 13th Street Pembroke Pines, FL 33024
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ARTICLE IX

The names and street addresses of the subscribers and incorporators of these Articles of Incorporation are:

Stephen Jason Baron	13100 S.W. 92nd Avenue #C-302 Miami, FL 33176
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Bradley Eugene Polick	8210 N.W. 13th Street Pembroke Pines, FL 33024
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ARTICLE X

(a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make and to alter and amend the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchises of this corporation.

(b) The corporation may, in its by-laws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

(c) No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer - or are members, stockholders, directors or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, or no contract, act or transaction of this corporation, with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or directors or officers of this corporation, is a party to or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may in any wise be interested; directors, when so interested, shall be counted present at directors meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

IN WITNESS WHEREOF, the parties of these Articles of Incorporation have hereunto set their hand and seal this 27th day of June, 1996.



Stephen Jason Baron



Bradley Eugene Polick

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the State and County named above, to take acknowledgements, personally appeared Stephen Jason Baron and Bradley Eugene Polick known to be the persons described in the foregoing Articles of Incorporation as the subscribers in, and who executed the same.

WITNESS my hand and official seal in the County and State named above this 27th day of June, 1996.


NOTARY -PUBLIC

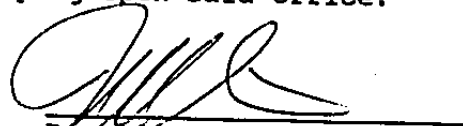
My commission expires:

RONALD K. STERN

OFFICIAL NOTARY SEAL
RONALD K STERN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC390313
MY COMMISSION EXP. SEPT 3, 1998

ACKNOWLEDGEMENT:

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


Ronald K. Stern, CPA
Registered Agent