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NAME: DIGITAL AMERICA CORPORATION

AUDIT NUMBER.....H96000017500

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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DIGITAL AMERICA CORPORATION

(A)

ARTICLES OF INCORPORATION**H96000017588****Article I Name**

The name of the corporation shall be **Digital America Corporation**.

Article II Business Address

The principal place of business and mailing address of this Corporation shall be **6801 North West 77th Avenue, Miami, Florida 33166**.

Article III Purpose and Duration

This Corporation is organized for the purpose of transacting any lawful business and shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

Article IV Stocks

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **300 shares at \$10 each par value common stock**.

Article V Restrictions on the Transfer of Stocks

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amount set opposite to their names:

Victor D. Tittle - President - 100 shares

Aristides J. Labrada - Vice President - 100 shares

Ernesto E. Roque - Treasurer - 100 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this Corporation.

Article VI Initial Board of Directors

This Corporation shall initially have **three (3) directors**.

Prepared By: **Lillian L. Hernandez, Esq.**
145 North West 35th Avenue
Miami, Florida 33125
(305) 649-6186
Florida Bar Number: 997927

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The number of directors may be increased or diminished from time to time as provided for by the By-laws, but shall never be less than three. The names and street addresses of the initial directors of this Corporation are:

President	-	Victor D. Tittle 6801 North West 77th Avenue Miami, Florida 33166
Vice President	-	Aristides J. Labrada 6801 North West 77th Avenue Miami, Florida 33166
Secretary/Treasurer	-	Ernesto Roque 6801 North West 77th Avenue Miami, Florida 33166

Article VII Preemptive Rights

Each shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his/her *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 VIII Shareholders Quorum and Voting

Fifty-percent of the shares plus one entitled to vote, presented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty-percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article IX Cumulative Voting

At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his/her vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Article X Calling of Special Meeting

Special meetings of the shareholders may be called by the Board of Directors.

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Article XI Bylaws**H96000017588**

The power to adopt, alter, amend and repeal By-laws shall be vested in the Board of Directors and the shareholders.

Article XII Amendment

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

Article XIII Right Upon Liquidation and Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of the common shares shall all receive a ratable distribution of the assets of the corporation.

Article XIV Incorporator

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

Lillian L. Hernandez, Esq. 145 North West 35th Avenue
Miami, Florida 33125

Article XV Initial Registered Agent and Address

The name of the initial registered agent of this Corporation is Lillian Hernandez, Esq., whose street address is 145 North West 35th Avenue, Miami, Florida, 33125.

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.315 of the Florida Statutes.

Registered Agent:



Date: December 16, 1996.

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