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TWELVE WYANDOTTE PLAZA
120 WEST 12TH STREET
KANSAS CITY, MISSOURI 64105
(816) 421-3355
TELECOPIER (816) 374-0509

LAWRENCE A. SWAIN
(816) 374-0381

LAW OFFICE
SHUGHART
THOMSON
& KILROY
A Professional Corporation

32 CORPORATE WOODS, SUITE 1100
9225 INDIAN CREEK PARKWAY
OVERLAND PARK, KANSAS 66210
(913) 451-3355
TELECOPIER (913) 451-3361

Reply to Missouri Office

December 26, 1996

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002039807--2
-12/27/96--01091--011
****122.50 ****122.50

RE: Articles of Incorporation
DIGITAL STREET ENTERPRISES, INC.

Gentlemen:

Please find enclosed duplicate originals of the Articles of Incorporation for the above named Florida corporation along with a check in the amount of \$122.50 payable to the Florida Secretary of State. Also attached to each copy of the Articles of Incorporation is the form signed by the Registered Agent, accepting designation of Registered Agent to accept Service of Process. If you require any other information or documentation, please advise.

Sincerely,



LAWRENCE A. SWAIN

LAS:glr
Enclosures

cc: Mr. Ronald Melter
Mr. Gary Kaplan

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96 DEC 27 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 DEC 27 PM 12: 17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

DIGITAL STREET ENTERPRISES, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe, and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:
DIGITAL STREET ENTERPRISES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of Digital Street Enterprises, Inc. is: 9127 SW 123rd Avenue Court, Miami, FL 33186.

ARTICLE III - PURPOSE

This corporation is organized for the specific purpose of transacting business in computer services and transacting any other lawful business in the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares which the corporation shall have the authority to issue shall be Fifty Thousand (50,000) shares of common stock, One Dollar (\$1.00) par value each which shall be divided into classes of which Twenty-Five Thousand (25,000) are Class A Voting Common Shares and Twenty-Five Thousand (25,000) are Class B Non-Voting Common Shares. The relative rights, preferences and limitations of the Class A Voting Common Shares and Class B Non-Voting Common Shares are identical in all respects, except that the voting power for the election of directors and for all other purposes is vested exclusively in the holders of the Class A Voting Common Shares, and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares are not to have any voting power or be entitled to receive notice of meetings of shareholders. In all matters in which they have the right to vote, the holders of Class A Voting Common Shares have one vote per share and the holders of Class B Non-Voting Common Shares have one vote per share.

ARTICLE V - PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in 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 prorated 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 - INITIAL REGISTERED OFFICE AND AGENT

The address of initial registered office of this corporation is:

9127 SW 123rd Avenue Court
Miami, FL 33186

and the name of the Registered Agent of this corporation at that address is Frank Musci.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the by-laws.

The name and address of the initial directors of this corporation is:

Frank Musci	9127 SW 123rd Avenue Court Miami, FL 33186
William Douthett	31 Ann Lee Lane Tamarac, FL 33319
Ronald Melter	708 NW 100 Terrace Plantation, FL 33324

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Frank Musci	9127 SW 123rd Avenue Court Miami, FL 33186
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ARTICLE IX - INDEMNIFICATION

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

ARTICLE X

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

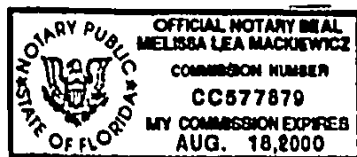
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 11th day of December, 1996.

Frank Musci
Frank Musci, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared FRANK MUSCI known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 20TH day of DECEMBER, 1996.



M. MacKewicz
Notary Public

FLORIDA DRIVER LICENSE
PRESENTED AS IDENTIFICATION

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State Naming Agent Upon whom Process May be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

DIGITAL STREET ENTERPRISES, INC.

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 9127 SW 123rd Avenue Court, in the City of Miami, County of Dade, State of Florida, as its agent to accept Service of Process within the State of Florida.

OFFICERS:

Frank Musci	President/Secretary	9127 SW 123rd Avenue Court Miami, FL 33186
William Douthett	Vice-Pres/Treasurer	31 Ann Lee Lane Tamarac, FL 33319
Ronald Melter	Vice-Pres/Asst. Secretary	708 NW 100 Terrace Plantation, FL 33324

DIRECTORS:

Frank Musci	9127 SW 123rd Avenue Court Miami, FL 33186
William Douthett	31 Ann Lee Lane Tamarac, FL 33319
Ronald Melter	708 NW 100 Terrace Plantation, FL 33324



Frank Musci, Corporate Officer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

FILING FEE \$122.50

By: 

Frank Musci, Resident Agent

12/16/96