

P9700000541

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: DIGITAL MAGIC ONLINE, INC.

AUDIT NUMBER.....H97000000099

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

CERT. OF STATUS..0

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EFFECTIVE DATE
1-2-1997

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ARTICLES OF INCORPORATION

OF

④
H97000000099DIGITAL MAGIC ONLINE, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: DIGITAL MAGIC ONLINE, INC.

Corporate Address: 9059 NW 152ND, LANE, MIAMI, FL 33018

EFFECTIVE DATE

1-2-1997

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

JANUARY 2ND, 1997.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 100.
- C. Par Value: Each share of Common Stock shall have \$0.01 par value.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 9059 NW 152ND LANE, MIAMI, FL 33018, and the name of the Initial Registered Agent of this corporation at that address is Yoonil Lim.

Helen Costa, Esq. (FBN. 33863) (305) 827-0100
7330 W. 20th Ave. Miami Lakes, FL 33016

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ARTICLE VI. DIRECTORS.

This corporation shall have initially 1 (one) Director. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Director of this corporation is:

Yovani Linarez, Director - 9059 NW 152ND LANE, MIAMI, FL 33018

ARTICLE VII. INITIAL SUBSCRIBER

The name and address of the Initial Subscriber of these Articles of Incorporation is:
Yovani Linarez, located at 9059 NW 152ND LANE, MIAMI, FL 33018.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of January, 1997.

Yovani Linarez
 Yovani Linarez, Subscriber

STATE OF FLORIDA

COUNTY OF DADE

} SS.

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and takes acknowledgments, personally appeared Yovani Linarez known to me to be the person described in an who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L.# 65-24-07805 and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State aforesaid this 2nd day of January, 1997.

NOTARY SIGNATURE

OFFICIAL NOTARY SEAL
 DANIEL GONZALEZ
 PUBLIC STATE OF FLORIDA
 COMMISSION NO. 008809
 COMMISSION EXP. MAY 15, 2000

CERTIFICATE OF DESIGNATION
 REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First - That DIGITAL MAGIC ONLINE, INC., desiring to organize under the laws
 of the State of Florida with its principal office, as indicated in these Articles of Incorporation has
 named Yovani Linarez located at 9059 NW 152ND LANE, MIAMI, FL 33018, City of
Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

Yovani Linares
Yovani Linares, Registered Agent

STATE OF FLORIDA)

)SS:

COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Yovani Linares known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L.# 6562560780531 and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 12 day of January, 1997.

NOTARY SIGNATURE

Printed Notary Seal
DANIEL GONZALEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0008008
MY COMMISSION EXP. MAY 15 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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