

**CORPORATE
ACCESS
INC.**

1116 N. Orangeville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32313-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

WALK IN

PICK UP

4/29/97

cu
☺

☒ **CERTIFIED COPY**

☐ **CUS**

☐ **PHOTO COPY**

☒ **FILING**

Profit

1.) Digital Gen, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

100002158011--2

-04/29/97--01020--016

****122.50 ****122.50

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
97 APR 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 29 AM 9:29

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

ARTICLES OF INCORPORATION
OF
DIGITAL GEN, INC.

FILED
97 APR 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is DIGITAL GEN, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 6604 Tanglewood Bay Drive, Apartment 1005, Orlando, Florida 32821.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1400 West Fairbanks Avenue, Suite 203, in the City of Winter Park, County of Orange. The name of the registered agent at such address is Charles R. Harrison.

ARTICLE IV

Corporate Purposes, Powers and Rights

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock") at \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Charles R. Harrison, Esquire	1400 West Fairbanks Avenue, Suite 203 Winter Park, Florida 32789

ARTICLE VII

Board of Directors

The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Mark Judd Fortson	4160 South Kirkman, Apt. 608 Orlando, Florida 32811
Gerald Douglas Ruby	430 Santiago Avenue Orlando, Florida 32807
Brad Joseph Costanzo	6604 Tanglewood Bay Drive, Apt. 1005 Orlando, Florida 32821

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

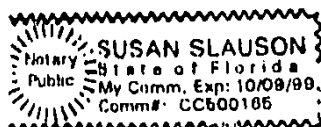
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

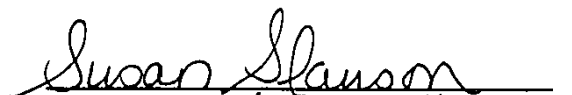
DATED at Winter Park, Orange County, Florida, this 28th day of April, 1997. .


Charles R. Harrison, Esquire

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

SWORN AND SUBSCRIBED before me this 28th day of April, 1997, by Charles R. Harrison, the incorporator of Digital Gen, Inc., a Florida corporation, (check one): X is personally known to me; ___ has produced a driver's license (issued by a state of the United States within the last [5] years as identification; or ___ has produced other identification, to-wit: _____.
Affiant did take an oath.




Print Name: Susan Slauson
Commission No: CC500165
My Commission Expires: 10/09/99

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That DIGITAL GEN, INC., desiring to organize under the laws of the State of Florida, with its principal office at 6604 Tanglewood Bay Drive, Apt. 1005, Orlando, Florida 32821, all as indicated in the Articles of Incorporation, has named Charles R. Harrison, located at 1400 West Fairbanks Avenue, Suite 203, Winter Park, Florida 32789, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with section 607.0501, Florida Statutes.


Charles R. Harrison

DATED: 4/28/97

FILED
97 APR 29 AM 10:36
CLERK OF STATE
TALLAHASSEE FLORIDA