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P91000041509

April 30, 1997

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

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-05/09/97--01021--009
****122.50 ****122.50

RE: Articles of Incorporation for
~~DIGITECH, INC.~~ *Primeone, Inc.*

To Whom It May Concern:

Enclosed please find the original and a copy of the Articles of Incorporation for the above corporation. Please send the certified copy to our office at the above address.

Very truly yours,

Leslie L. Florez

Leslie L. Florez

LLF:kf
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 29 PM 2:30

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Dec 3/29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1997

LESLIE L. FLOREZ, ATTY.
782 N.W. LEJEUNE ROAD
SUITE 350
MIAMI, FL 33126

SUBJECT: DIGITECH, INC.
Ref. Number: W97000011024

We have received your document for DIGITECH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 897A00025483

ARTICLES OF INCORPORATION
OF
PRIMEONE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 29 PM 2:00

THE UNDERSIGNED, have executed the following documents as incorporator of the above named Corporation, organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be PRIMEONE, INC.. The address of the Corporation shall be 7128 S.W. 83rd Place, Miami, Florida 33143.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its Corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a Corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, where ever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its

officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other

government, state, territory, governmental district, or municipality or any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be promoter, incorporator, partner, member, associated, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of sixty (60) shares at no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this Corporation.

ARTICLE V

The address of the initial registered office and the name of the initial resident agent of this Corporation shall be:

OSCAR YIM GUTIERREZ
7128 S.W. 83rd Place
Miami, Florida 33143

ARTICLE VI

The initial Board of Director shall consist of a total of two (2) individual/entity, and the name(s) and address(es) of this individual/entity who will serve as initial director(s) is/are:

BIANCA TANAKA
7128 S.W. 83rd Place
Miami, Florida 33143

OSCAR YIM GUTIERREZ
7128 S.W. 83rd Place
Miami, Florida 33143

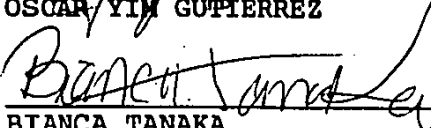
The name(s) and address(es) of the incorporator(s) executing the Articles of Incorporation is/are:

BIANCA TANAKA
7128 S.W. 83rd Place
Miami, Florida 33143

OSCAR YIM GUTIERREZ
7128 S.W. 83rd Place
Miami, Florida 33143

IN WITNESS WHEREFORE, the undersigned incorporator signed this document on this 29 day of April, 1997.


OSCAR YIM GUTIERREZ


BIANCA TANAKA

STATE OF FLORIDA)

SS:

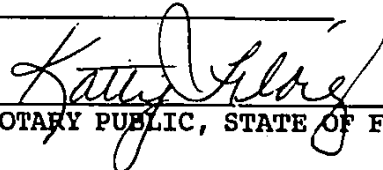
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared OSCAR YIM GUTIERREZ and BIANCA TANAKA, personally known to me, to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, WE have set our hands and affixed my official seal, in the State and County aforesaid, this 29 day of April, 1997.

Personally known x or produced identification _____

Type of Identification Produced _____


NOTARY PUBLIC, STATE OF FLORIDA

STAMP



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE EFFECTIVE

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the
following is submitted:

PRIMEONE, INC.

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business in the City of
Miami, County of Dade, State of Florida, has named:

OSCAR YIM GUTIERREZ, as its agent to accept service of process
within the State of Florida, with the registered as:

PRIMEONE, INC.

ACKNOWLEDGEMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THE 29 DAY OF APRIL, 1997.



OSCAR YIM GUTIERREZ
REGISTERED AGENT

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 MAY 29 PM 2:30