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'O: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

IAME: DIGIHOST, INC.

AUDIT NUMBER...... H97000009047

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

EMPIRE CORPORATE KIT CO

SUBJECT: DIGIHOST, INC. REF: W97000012882

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

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) 487-6931.

Becky McKnight Document Specialist

FAX Aud. #: H97000009047 Letter Number: 797A00029786 실 970 0 0 0 0 9 0 4 7.

### ARTICLES OF INCORPORATION

#### OF

### DIGIHOST, INC.

#### ARTICLE I.

The name of this Corporation is:

DIGIHOST, INC., a Florida Corporation

#### ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

#### ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

#### ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

#### ARTICLE VI. **VOTING RIGHTS:**

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

FBN: 705276

This instrument was prepared by:
Mark B. Goldstein Esquire
Mark B. Goldstein, P.A.
1000 South Federal Highway, #201
Fort Lauterdale, FL 33846

(954) 761-8810,

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EMPIRE CORPORATE KIT

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## ARTICLE VII. PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for 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 pro-rate 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.

The street address of the initial registered office of this Corporation is: 1000 SOUTH FEDERAL HIGHWAY, SUITE 201, FORT LAUDERDALE, FLORIDA 33316, and the name of the initial registered agent of this Corporation at that address is: MARK B. GOLDSTEIN, and the principal place of business of the Corporation is: 15151 Brighton Lane, Davie, Floirda 33331.

#### ARTICLE IX.

This Corporation shall have four (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

DAVID GEIER 15151 BRIGHTON LANE DAVIE, FLORIDA 33331

MARK B. GOLDSTEIN 1000 SOUTH FEDERAL HIGHWAY FORT LAUDERDALE, FLORIDA

#### ARTICLE X.

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

MARK. B. GOLDSTEIN 1000 SOUTH FEDERAL HIGHWAY FORT LAUDERDALE, FLORIDA 33316

# ARTICLE XI. AMENDMENT:

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

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Aday of June, 1997.

STATE OF FLORIDA:

COUNTY OF BROWARD:

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, 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; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 2 day of June, 1997, in the County and State aforesaid.

> ANGELA CATHERINE WARSHERSKI My Commission CC528642 Expires Jan. 29, 2000

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission No:

This instrument was prepared by:

Mark B. Goldstein Esquird Mark B. Goldstein, P.A. 1000 South Pederal/Highway, #201

Fort Lauderdale, FL 33546

Mark B.-Goldstein, Esquire

(954) 761-8810

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# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DUMINITE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT DIGIHOST, INC., A FLORIDA CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT: 15151 BRIGHTON LANE, DAVIE, FLORIDA 33331, HAS NAMED: MARK B. GOLDSTEIN, 1000 SOUTH FEDERAL HIGHWAY, SUITE 201, FORT LAUDERDALE, FL 33316, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DIGIHOST INC., Florida Corporation

BY:

MARK W. GOLDSTEIN, DIRECTOR

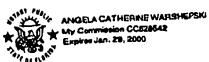
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

MARK B GOLDSTEIN
Dated:

STATE OF FLORIDA )
SS: )
COUNTY OF BROWARD )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, 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; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this \_\_\_\_ day of June, 1997, in the County and State aforesaid.



H 970 000 09047

PRINTINAME: ALDER WARDHEFEK NOTARY PUBLIC, STATE OF FLORIDA
PRINTNAME: ALDERA WARDHEFOK
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: