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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -9 AM 10:24

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RICHARD G. SUNNER

July 8, 1997

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

Re: Incorporation of Digital Physique, Inc.

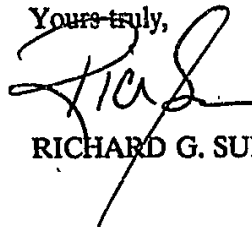
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***122.50 ***122.50

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation and Certificate of Designation, registered agent/registered office for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Yours truly,



RICHARD G. SUNNER

/wdg

Enclosures

RR
7-10-97

**ARTICLES OF INCORPORATION
OF
DIGITAL PHYSIQUE, INC.**

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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

Digital Physique, Inc.

The principal place of business and street address of this corporation shall be **3936 South Semoran Boulevard, #100, Orlando, Florida 32822**, and the mailing address of the corporation shall be **3936 South Semoran Boulevard, #100, Orlando, Florida 32822**.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a one dollar (\$1.00) par value per share.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The street address of the registered agent of the corporation shall be **3936 South Semoran Boulevard, #100, Orlando, Florida 32822**, and the name of the registered agent of the corporation at that address is **Karl Roberts**.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Karl Roberts, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822
Dan Hanson, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822
Jami Chancey, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822
Dan Ceislak, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822
Mike McDonald, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822
Marc Von Wellsheim, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822
Mike Jenkins, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822

ARTICLE VII:

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Karl Roberts
President

3936 South Semoran Boulevard, #100
Orlando, Florida 32822

Dan Hanson
Vice President

3936 South Semoran Boulevard, #100
Orlando, Florida 32822

Jami Chancey
Secretary/Treasurer


3936 South Semoran Boulevard, #100
Orlando, Florida 32822

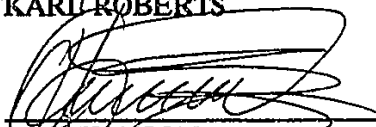
ARTICLE VIII: INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Karl Roberts, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822
Dan Hanson, 3936 South Semoran Boulevard, #100, Orlando, Florida 32822

The undersigned has executed these Articles of Incorporation this 7th day of
July, 1997.



KARL ROBERTS


DAN HANSON

STATE OF FLORIDA
COUNTY OF SEMINOLE

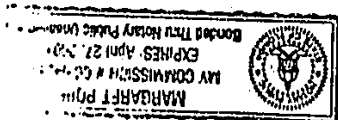
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in Seminole County to take acknowledgements, personally appeared **KARL ROBERTS**, who produced _____ as identification and who executed the foregoing instrument and acknowledged before me that he executed the same voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of July, 1997.

(SEAL)



NOTARY PUBLIC
State of Florida



**STATE OF FLORIDA
COUNTY OF SEMINOLE**

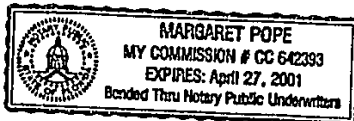
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in Seminole County to take acknowledgements, personally appeared **DAN HANSON**, who produced _____ as identification and who executed the foregoing instrument and acknowledged before me that he executed the same voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of July, 1997.

(SEAL)

Margaret Pope

NOTARY PUBLIC
State of Florida



WITNESS my hand and official seal in the County and State last aforesaid this 7th day of July, 1997.

(SEAL)



Margaret Pope

NOTARY PUBLIC
State of Florida

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CERTIFICATE OF DESIGNATION


REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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:

1. The name of the corporation is **Digital Physique, Inc.**
2. The name of the registered agent is **Karl Roberts.**
3. The address of the registered agent/registered office is **3936 South Semoran Boulevard, #100, Orlando, Florida 32822.**

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



KARL ROBERTS

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Seminole, to take acknowledgements, personally appeared **KARL ROBERTS**, who presented _____ as identification and who executed the foregoing instrument and acknowledged before me that he executed the same voluntarily.