

P97000092784

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

Subject : Digicast New Media Group, Inc.

Enclosed is the original and one (1) copy of the Articles of
Incorporation as well as a check in the amount of \$ 70.00.

From : Digicast New Media Group, Inc.
(561) 394-6477

700002330467--1
-10/27/97-01123-008
原銀票 70.00 *原銀票* 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 10:44

10-29-97
WJS

ARTICLES OF INCORPORATION

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

ARTICLE ONE

The Corporate name is Digicast New Media Group, Inc.

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 100 all of which shall be common shares with a par value of one dollar.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 10:44

ARTICLE FIVE

Registered Office

The street address of the initial Registered Office of the Corporation is 190 W. Spanish River Blvd., Suite 202, Boca Raton, Florida 33431 and the name of the initial Registered Agent at such address is Lisa Loiacono.

ARTICLE SIX

Directors

The business of the corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is :

Lisa Loiacono
190 W Spanish River Blvd., Suite 202
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have Subscribed my name this 15 day of OCTOBER, 1997.

Lisa Loiacono
Incorporator

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that Digicast New Media Group, Inc. desiring to organize under the laws of the State of Florida with its principal place of business at 190 W. Spanish River Blvd., Suite 202, Boca Raton, Florida 33431 nominates Lisa Loiacono located at 190 W. Spanish River Blvd., Suite 202, Boca Raton, Florida 33431 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED : This 15 day of OCTOBER, 1997.

x Lisa Loiacono

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 10:44