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Jim Scutti

December 19, 1997

Secretary of State
Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

EFFECTIVE DATE
12-19-97

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-12/22/97--01080--005
****122.50 ****122.50

RE: Digital Data, Inc. Holding Corporation

Dear Sir or Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed Federal Express Airbill with envelope is enclosed for your convenience.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

Jim Scutti
Jim Scutti
For the Firm

JS/ig
Encl.

cc: Mr. David S. Long
Mr. Lynn D. Rowntree

FILED
97 DEC 22 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER DEC 24 1997

EFFECTIVE DATE

12-19-97

FILED

97 DEC 22 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DIGITAL DATA, INC. HOLDING CORPORATION

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is Digital Data, Inc. Holding Corporation.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 4326 East Tradewinds Avenue, Lauderdale By The Sea, Florida 33308.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 25,000,000 shares of common stock having a par value of \$.001 per share.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is David S. Long, 4326 East Tradewinds Avenue, Lauderdale By The Sea, Florida 33308.

Article V - Incorporator

The name and address of the Incorporator is David S. Long, 4326 East Tradewinds Avenue, Lauderdale By The Sea, Florida 33308.

Article VI - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or decreased by the bylaws but shall never be less than one. The name and address of the initial director is David S. Long, 4326 East Tradewinds Avenue, Lauderdale By The Sea, Florida 33308.

Article VII - Purpose

The purpose of this corporation is to transact any and all lawful business.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article IX - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

Article X - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.

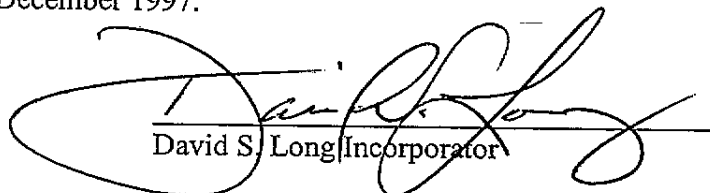
Article XI - Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

Article XII - Effective Date

The corporation shall commence on the date of execution and acknowledgement of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of December 1997.

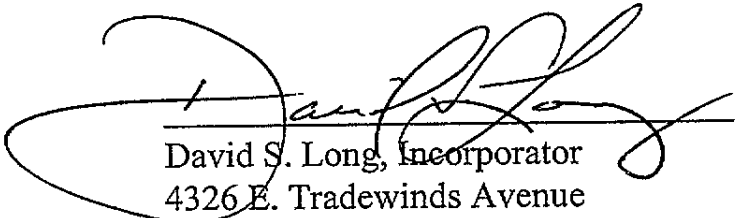

David S. Long Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

FILED
97 DEC 22 AM 9:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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 Data, Inc. Holding Company.
2. The name and address of the registered agent is:


David S. Long, Incorporator
4326 E. Tradewinds Avenue
Lauderdale By The Sea, FL 33308

Date: December 19TH, 1997

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.


David S. Long

Date: December 19TH, 1997