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Raymond M. Bailey
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Telephone (954) 779-3194

January 12, 1998

Public Access
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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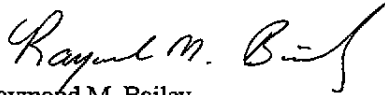
Re: Digital Systems, Inc.

Dear Sir or Madam:

To follow are two copies of articles of incorporation for Digital Systems, Inc. Also attached is a money order in the amount of \$70.00 for the required filing fee.

Should you have any additional questions or require anything else please feel free to contact me. Your assistance is greatly appreciated.

Sincerely,



Raymond M. Bailey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DIGITAL SYSTEMS, INC.

The undersigned incorporator hereby forms a corporation
Under Chapter 607 and 617.0202 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DIGITAL SYSTEMS, INC.

The address of the principal office of this corporation shall be:

2190 SE 17th Street Causeway, Suite 317
Fort Lauderdale, FL 33316

and the mailing address shall be the same.

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 1000 shares of common
stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the

corporation shall be: 2190 SE 17th Street Causeway, Suite 317
Fort Lauderdale, FL 33316

and the name of the initial registered agent of the corporation at that
address is:

RAYMOND M. BAILEY.

ARTICLE V. TERMS OF EXISTENCE

This corporation shall 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 1 Director(s), initially. The name(s) and street addresses of the initial member(s) of the Board of Directors are: Not Available.

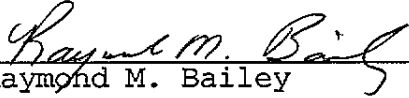
ARTICLE VII. OFFICERS

The name and address of the initial officer(s) of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: Not Available.

ARTICLE VIII. INCORPORATOR

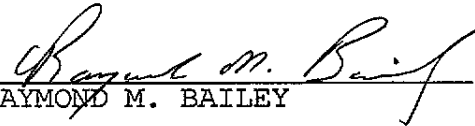
The name and address of the incorporator to these Articles of Incorporation is: Raymond M. Bailey, 2190 SE 17th Street Causeway, Suite 317, Fort Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned agent has hereunto set
hand and seal this 12th day of January, 1998.


Raymond M. Bailey

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I, RAYMOND M. BAILEY, having been designated as the Registered Agent in
the above and foregoing Articles, I am familiar with and accept the
obligations of the position of Registered Agent under Section 607.0505
and 617.0202 Florida Statutes.


RAYMOND M. BAILEY

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TALLAHASSEE, FLORIDA