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February 5, 1998

Florida Department of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: General Digital Corporation

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for General Digital Corporation, along with our check in the amount of \$70.00 representing the filing fee. Please stamp the enclosed copy and return to me in the self-addressed, stamped envelope which I have provided for your convenience.

Sincerely,

Michael Hoffman
Michael H. Hoffman

Enclosure

123297

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

CB
2-11-98

**ARTICLES OF INCORPORATION
OF
GENERAL DIGITAL CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is General Digital Corporation (hereinafter called the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2400 East Las Olas Boulevard, Suite 268, Fort Lauderdale, Florida 33301.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- A. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- B. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- C. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of this Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 10,000,000 shares, consisting of (i) 9,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) 1,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"). The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

A. PROVISIONS RELATING TO THE PREFERRED STOCK

1. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors of the Corporation (the "Board") as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take

necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable, and, if redeemable, the redemption price or prices, the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds are established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. PROVISIONS RELATING TO THE COMMON STOCK. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

1. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

C. GENERAL PROVISIONS

1. Except as may be provided by the resolutions of the Board authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of the Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of the Corporation now or hereafter to be authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or other rights of such shareholder.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 926 Michigan Avenue, Unit 9, Miami Beach, Florida 33139, and the name of the initial registered agent of this Corporation at that address is Michael H. Hoffman.

ARTICLE VI

DIRECTORS

A. NUMBER AND TERM OF DIRECTORS

The Corporation's Board shall consist of not less than two directors, with the exact number to be fixed from time to time by resolution of the Board. The number of directors may be decreased at any time and from time to time by a majority of the directors then in office, but only to eliminate vacancies existing by

reason of the death, resignation, removal or expiration of the term of one or more directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

B. DIRECTOR VACANCIES; REMOVAL

Whenever any vacancy on the Corporation's Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, only a majority of directors in office, although less than a quorum of the entire Board, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders of the Corporation and qualified. Shareholders of the Corporation shall not, and shall have no power to, fill any vacancy on the Board. Shareholders of the Corporation may remove a director from office prior to the expiration of his or her term only with cause by an affirmative vote of at least a majority of the combined voting power of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors, voting together as a single class.

ARTICLE VII

SHAREHOLDER MEETINGS

A. CALL OF SPECIAL SHAREHOLDERS MEETING

Except as otherwise required by law, special meetings of shareholders of the Corporation may be called only by the Chairman of the Board, the Chief Executive Officer or President of the Corporation or by the Board pursuant to a resolution approved by a majority of the entire Board. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

B. NOTICE FOR ANNUAL MEETING

At an annual meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law in existence now or hereafter. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

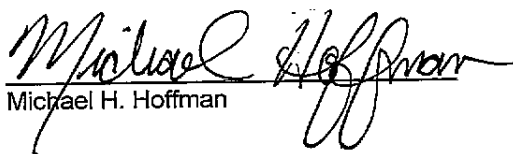
ARTICLE IX

INCORPORATOR

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

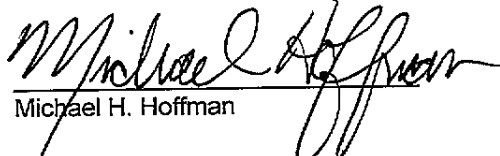
Michael H. Hoffman
926 Michigan Avenue, Unit 9
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 5th day of February, 1998.


Michael H. Hoffman

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for General Digital Corporation at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.


Michael H. Hoffman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA