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ACCOUNT NO. : 072100000032

REFERENCE : 731448 127190A

AUTHORIZATION :

Patricia Pujant

COST LIMIT : \$ 70.00

ORDER DATE : March 6, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 731448-005

CUSTOMER NO: 127190A

CUSTOMER: Armando Cabrera
CABRERA ACCOUNTING SERVICES

5490 Griffin Road

Davie, FL 33314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 12:51

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DOMESTIC FILING

NAME: DIGITAL BUSINESS SOLUTIONS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

S 3/6/98

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ARTICLES OF INCORPORATION

OF

DIGITAL BUSINESS SOLUTIONS, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

I.

NAME

THE NAME OF THIS CORPORATION IS: DIGITAL BUSINESS SOLUTIONS, INC.

II.

NATURE OF BUSINESS

THE GENERAL NATURE OF THIS BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS: CONSULTING/SALES

1. TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

FURTHER, AND NOT BY WAYS OF LIMITATION OF THE PRECEDING PARAGRAPH:

2. TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN WITH GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES, OF EVERY CLASS, KIND, AND DESCRIPTION, EXCEPT THAT IT IS NOT CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURDITY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE, OR CEMETERY COMPANIES, BUILDING AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

3. TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, MORTGAGE, SELL OR CONVEY, LEASE OR OTHERWISE DISPOSE OF, REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISE, PATENTS, COPYRIGHTS, TRADEMARKS, AND LICENSE, IN THE STATE OF FLORIDA, AND IN ALL OTHER STATES AND COUNTRIES.

4. TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL, OR PLEDGE BONDS, DEBENTURES, AND NOTES, AND OTHER EVIDENCE OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATION INDEBTEDNESS AS REQUIRED.

5. TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME, OR OTHER CHARACTER OF BUSINESS.

6. TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE, OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR PAY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS, CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA, OR ANY OTHER STATE OF GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, TO EXERCISE ALL OF THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

III.

CAPITAL STOCK

THE MAXIMUM NUMBER IF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: FIVE HUNDRED SHARES OF COMMON STOCK, HAVING A NOMINAL PAR. VALUE OF: \$ 1.00 (ONE DOLLAR)

IV.

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN: FIVE HUNDRED DOLLARS

V.

TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

VI.

ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 5490 GRIFFIN ROAD DAVIE, FLORIDA 33314. THE BOARD OF DIRECTORS, MAY FROM TIME TO TIME, MOVE THE PRINCIPAL OFFICE OF THE CORPORATION TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

VII.

DIRECTORS

THIS CORPORATION SHALL BE EXERCISED BY A BOARD OF ONE (1) OR MORE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY NE INCREASED OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

VIII.

INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
FERNANDO PEREZ	5490 GRIFFIN ROAD DAVIE, FLORIDA 33314
OS ^W ALDO ARROYO	5490 GRIFFIN ROAD DAVIE, FLORIDA 33314
ILIANA R. SARAIVA	5490 GRIFFIN ROAD DAVIE, FLORIDA 33314
YOLANDA ARROYO	5490 GRIFFIN ROAD DAVIE, FLORIDA 33314

VIII.

SUBSCRIBERS


THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES, EACH AGREES TO TAKE AND THE VALUE OF THE CONSIDERATION ARE:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
FERNANDO PEREZ	5490 GRIFFIN ROAD DAVIE, FL. 33314	125	\$ 125.00
OS ^W ALDO ARROYO	SAME	125	\$ 125.00
ILIANA R. SARAIVA	SAME	125	\$ 125.00
YOLANDA ARROYO	SAME	125	\$ 125.00

THESE ARTICLES OF INCORPORATION, MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE ADOPTED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM, TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING, BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREIN, UNLESS ALL DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.



FERNANDO PEREZ,
TREASURER



ILIANA R. SARAIVA,
PRESIDENT

SUBSCRIBERS:



OSVALDO ARROYO,
SECRETARY
Oswaldo



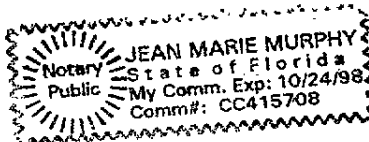
YOLANDA ARROYO,
VICE-PRESIDENT

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED IN STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED: FERNANDO PEREZ, OSVALDO ARROYO, ILIANA R. SARAIVA, AND YOLANDA ARROYO, TO ME KNOWN, TO BE THE PERSONS DESCRIBED AS SUBSCRIBERS IN, AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED THE SAME.

WITNESS, BY MY HAND AND SEAL, IN THE COUNTY OF BROWARD, STATE OF FLORIDA, ON THIS 24TH DAY OF SEPTEMBER 1997.

MY COMMISSION EXPIRES:
MY COMMISSION NUMBER:





NOTARY PUBLIC, STATE
OF FLORIDA, AT LARGE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 12:51

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT DIGITAL BUSINESS SOLUTIONS, INC. DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL
OFFICE, AS INDICTED IN THE ARTICLES OF INCORPORATION, AT CITY OF
DAVIE, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED OSVALDO
ARROYO, AT 5490 GRIFFIN ROAD, CITY OF DAVIE, COUNTY OF BROWARD,
STATE OF FLORIDA, AT IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, WITH
THE PROVISIONS OF SAID ACT TO KEEPING OPEN SAID OFFICE.


RESIDENT AGENT