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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

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FAX #:

(212)431-5111

NAME: THE DIGITAL WEENIE, INC.

AUDIT NUMBER.....H98000007036

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE DIGITAL WEENIE, INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

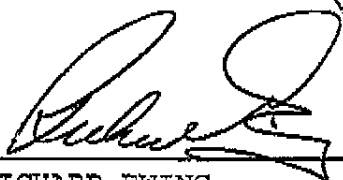
1. The name of the corporation is THE DIGITAL WEENIE, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 5,000 COMMON SHARES, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 1163 FAIRLAKE TRACE, SUITE 1509, WESTIN, FL 33326 and the name of its initial registered agent at such address is THOMAS ALAN ADAMS.
6. The name and address of the sole incorporator is:
RICHARD EWING, c/o BlumbergExcelsior Corporate Services, Inc.,
62 White Street, New York, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 04/13/98

H98000007036

BLUMBERG EXCELSIOR, INC.
62 WHITE ST.
NEW YORK, NY 10013


RICHARD EWING
Sole Incorporator

H98000007036

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment
as Registered Agent of THE DIGITAL WEENIE, INC., the
within-named corporation.

Dated:



THOMAS ALAN ADAMS

H98000007036

BRUMBERG EXCELSIOR, INC.
62 WHITE ST.
NEW YORK, NY 10013

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