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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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NAME: DIGITAL INTERNATIONAL, INC.
AUDIT NUMBER.....H98000012695
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF**

DIGITAL INTERNATIONAL, INC., a Florida corporation

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is DIGITAL INTERNATIONAL, INC., a Florida corporation.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 7525 West 20 Avenue, Miami, FL 33014, and the name of its initial registered agent at such address is Herbert Rifkin. The principal office and mailing address of the corporation is 7525 West 20 Avenue, Miami, FL 33014.

This instrument prepared by:

Royal Flagg Jonas, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 676
Tel: (305) 868-8829

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ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Director is as follows:

Herbert Rifkin
7525 West 20 Avenue
Miami, FL 33014

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

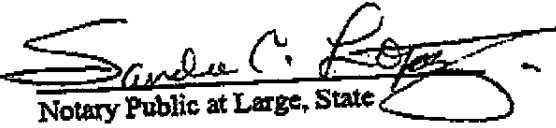
Herbert Rifkin
7525 West 20 Avenue
Miami, FL 33014

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Dade County, Florida on this 8th day of July, 1998.


HERBERT RIFKIN

STATE OF FLORIDA:
SS.
COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Herbert Rifkin and he acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this 8th day of July, 1998, and who did take an oath.


Notary Public at Large, State
of Florida
My commission expires:

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, HERBERT RIFKIN, and hereby acknowledges his appointment as the registered agent of DIGITAL INTERNATIONAL, INC., a Florida corporation, and he is familiar with, and accepts, the obligations of that position.


HERBERT RIFKIN

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