

TRANSMITTAL LETTER

P98000085912

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Suncoast Digital Services, Inc.

100002655181--1
-10/05/98-01039-004
*****70.00 *****70.00

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$70.00 Filing Fee.

Please return the two photocopies to me with the filing date stamped on it.

FROM: George J. McGinn III
3002 New England Street
Sarasota Florida 34231
(941) 927-1182

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 OCT -5 AM 11:40

FILED

CB
10-7-98
3

**ARTICLES OF INCORPORATION
OF
SUNCOAST DIGITAL SERVICES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the state of Florida.

FILED
98 OCT -5 AM 11:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:
SUNCOAST DIGITAL SERVICES, INC.

The address of the principal office of this corporation shall be 3412 Clark Road #229, Sarasota, Florida, 34231, and the mailing address of the corporation 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 5,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3412 Clark Road #229, Sarasota, Florida, 34231, and the name of the initial registered agent of the corporation at that address is George J. McGinn III.

ARTICLE V. TERM OF EXISTENCE

This corporation is to 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 one Director, initially. The names and addresses of the initial members of the Board of Directors are:

George J. McGinn III
Director

3002 New England Street
Sarasota, Florida 34231

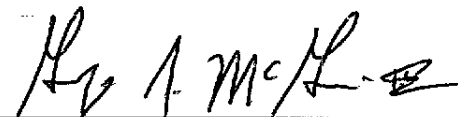
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

George J. McGinn III
3002 New England Street
Sarasota Florida 34231

The undersigned incorporator has executed these Articles of Incorporation on October 2, 1998.

Dated: 10/2/1998

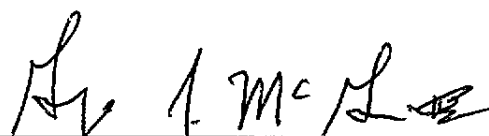


George J. McGinn III, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as Registered Agent under Section 607.0505, Florida Statutes.

Dated: 10/2/1998



Registered Agent

DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

98 OCT -5 AM 11:40

FILED