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GILL & ASSOCIATES, P.A.

Attorneys & Counselors at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 AM 8:50

November 5, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: DIGITAL REPUBLIC INFORMATION SYSTEMS, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Digital Republic, Inc., along with duplicate copies of the certificate designating place of business domicile and agent for service of process within the State of Florida.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 which represents payment for the following: Charter tax; filing fee; certified copy; filing designated agent certificate.

I trust you will find the papers in order. After processing, please send the certified Articles and assigned Charter Number, in addition to all receipts and correspondence to the undersigned. If you need to reach me for any reason, my phone number is (954) 969-9301.

Your attention to this matter is appreciated.

Sincerely,

Daniel J. Fox, Esquire
Enclosures

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-11/09/98-01128-019
122.50 **78.75

**ARTICLES OF INCORPORATION
OF
DIGITAL REPUBLIC INFORMATION SYSTEMS, INC.**

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ARTICLE I - NAME

The name of the corporation is: **Digital Republic Information Systems, Inc.**

ARTICLE II - ADDRESS

The mailing address of this corporation is: 7027 West Broward Blvd., #237
Plantation, FL 33317

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one class or series of stock. This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of COMMON STOCK of a par value of ONE (\$1.00) DOLLAR per share, which shall be designated as "COMMON SHARES". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AGENT AND PRINCIPAL PLACE
OF BUSINESS**

The corporation's initial registered office and the name of its initial registered agent at that office is DANIEL J. FOX, ESQUIRE, 2001 West Sample Road, Ste. 300, Pompano Beach, FL 33064.

ARTICLE VII - INCORPORATOR

The name and address of each incorporator will be:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL J. FOX, ESQUIRE	2001 West Sample Road, Suite 300 Pompano Beach, FL 33064

ARTICLE VIII - DURATION

This corporation shall commence its existence on the date of filing with the Secretary of State and shall exist perpetually hereafter unless sooner dissolved according to law.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders of the corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI - DIRECTOR'S CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any other directors of this corporation are pecuniarily or other wise interested in, or are directors of, such other corporations. Any director individually or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII - AMENDMENTS TO ARTICLE OF INCORPORATION

The corporation reserves the right from time to time to amend, alter or repeal, or add any provision to its Articles of Incorporation (as now constituted or hereafter amended) in any manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto, and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

ARTICLE XIII - LIMIT OF STOCKHOLDERS LIABILITY

The private and personal property of the stockholders cannot be subject to the payment of this corporation's corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the corporation.

ARTICLE XIV -DIRECTORS AND OFFICERS

The directors and officers of this corporation shall be:

TIMOTHY STOCKSTILL - director and president -	7027 West Broward Blvd., #237 Plantation, FL 33317
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DANIEL J. FOX, ESQ. - director and vice president -	2001 West Sample Rd., Ste. 300 Pompano Beach, FL 33064
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IN WITNESS WHEREOF, the undersigned subscriber has signed these Articles of Incorporation this 5 day of November, 1998.



DANIEL J. FOX

STATE OF FLORIDA)
COUNTY OF BROWARD)

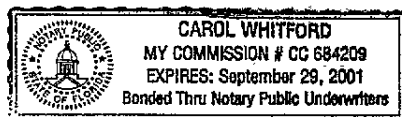
BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DANIEL J. FOX, known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5 day of November, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

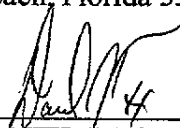


**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

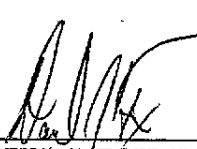
In compliance with section 48.901, Florida Statutes, the following is submitted:

desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 7027 West Broward Blvd., Plantation, Florida, has and does hereby name Daniel J. Fox, located at 2001 West Sample Road, Ste. 300, Pompano Beach, Florida 33064, as its agent to accept service of process within this state.

Dated: 11/5/98

BY: 
DANIEL J. FOX, ESQ.

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in the certificate, the designated agent hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


DANIEL J. FOX, ESQ.
REGISTERED AGENT

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