



THE UNITED STATES
CORPORATION
COMPANY

P98000105299

ACCOUNT NO. : 072100000032

REFERENCE : 069945 4322134

AUTHORIZATION : *Patricia Pizitz*

COST LIMIT : \$ 70.00

ORDER DATE : December 17, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 069945-005

500002715765--5

CUSTOMER NO: 4322134

CUSTOMER: Stephen B. Silverman, Esq
CORBIN, SILVERMAN &
CORBIN, SILVERMAN &
805 Third Avenue
11th Floor
New York, NY 10022

DOMESTIC FILING

NAME: PBG DIGITAL CORPORATION

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: Janice Vanderslice

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 18 PM 3:25

RECEIVED
98 DEC 18 AM 11:23
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
PBG DIGITAL CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 18 PM 3:25

The undersigned, for the purpose of organizing a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation is

PBG DIGITAL CORPORATION

SECOND: The address of the principal office of the corporation is 309 Sunset Bay Lane, Palm Beach Gardens, Florida 33418.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, which shall have a par value of \$.01 per share each and shall be of the same class.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at such registered office is Corporation Service Company.

The written acceptance of the foregoing initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

Stephen B. Silverman
c/o Corbin Silverman & Sanseverino LLP
805 Third Avenue
New York, New York 10022-7513

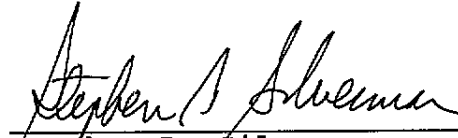
SIXTH: The purposes for which the corporation is organized shall be to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended, indemnify all persons whom it shall have power to indemnify under such provisions from and against

any and all of the expenses, liabilities or other matters referred to in or covered by such provisions, and the indemnification provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the legal representatives, legatees and distributees of such a person.


Dated: December 17, 1998



Stephen B. Silverman,
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 

Name: Vicki Schreiber
Title: Asst. V.P.

Dated: December 17, 1998

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