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PETER O. BRICK & ASSOCIATES

Attorneys at Law

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Phone: (727) 847-3121
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January 20, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 12:19

DIVISION OF CORPORATIONS

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

000002749530--8
-01/21/99-01058-006
*****78.75 *****78.75

Re: Digital Community Solutions, Inc.

Dear Sir/Madam:

Attached please find the Articles of Incorporation for the above-referenced corporation together with my check in the amount of \$78.75 to cover the cost of filing and return of one certified copy.

Please file and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter

Sincerely,


PETER O. BRICK

POB/lr
Enclosures

D. BROWN JAN 26 1999

ARTICLES OF INCORPORATION
OF
DIGITAL COMMUNITY SOLUTIONS, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 12:20

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **DIGITAL COMMUNITY SOLUTIONS, INC.**. The mailing address of the corporation shall be: **9436 Regency Park Blvd., Port Richey, FL 34668.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

- (a) Provide, design, manufacture and sell home and commercial automation services.
- (b) Provide internet, communication, cable services and programs.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **9436 Regency Park Blvd., Port Richey, FL 34668** and the name of the registered agent of this corporation is: **Peter O. Brick**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have no less than Four (4) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than five (4). The names and addresses of the initial directors of this corporation are:

| NAME | ADDRESS |
|----------------------------------|--|
| Martin McClancy <i>MC</i> | 96 School Hill Road High Falls, NY 12440 |
| Keith Elam <i>ET</i> | 13045 Lake Karl Drive Hudson, FL 34669 |
| Wayne Fogel <i>WP</i> | 9340 Dantel Drive New Port Richey, FL 34654 |
| Peter O. Brick | 9436 Regency Park Blvd. Port Richey, FL 34668 |

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

| NAME | ADDRESS |
|------------------------|--|
| | |
| Martin McClancy | 96 School Hill Road High Falls, NY 12440 |
| | |
| Keith Elam | 13045 Lake Karl Drive Hudson, FL 34669 |
| | |
| Wayne Fogel | 9340 Dantel Drive New Port Richey, FL 34654 |
| | |

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation are as follows:

| NAME | ADDRESS | SHARES |
|----------------------------|--|--------|
| | | |
| Treasury | | 2,000 |
| | | |
| Reserved for Option | | 1,700 |
| | | |
| Peter O. Brick | 9436 Regency Park Blvd. Port Richey, FL 34668 | 1,200 |
| | | |
| Wayne Fogel | 9340 Dantel Drive New Port Richey, FL 34654 | 1,200 |
| | | |
| Martin McClancy | 96 School Hill Road High Falls, NY 12440 | 1,950 |
| | | |
| Keith Elam | 13045 Lake Karl Drive Hudson, FL 34669 | 1,950 |
| | | |

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

| NAME | ADDRESS |
|---------------------------|---------------------------|
| | |
| Martin McClancy | 96 School Hill Road |
| President | High Falls, NY 12440 |
| | |
| Wayne Fogel | 9340 Dantel Drive |
| Vice-President | New Port Richey, FL 34654 |
| | |
| Keith Elam | 13045 Lake Karl Drive |
| Secretary/Treasury | Hudson, FL 34669 |

ARTICLE X - 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 thereof at the price at which it is offered to others.

ARTICLE XI - BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19 day of January, 1999.


MARTIN McCLANCY
Incorporator

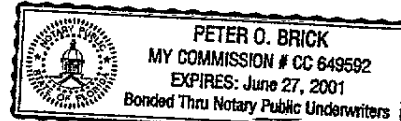

WAYNE FOGEL
Incorporator


KEITH ELAM
Incorporator

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 19 day of January, 1999 by **Martin McClancy, Wayne Fogel and Keith Elam**, who are personally known to me.

THIS INSTRUMENT PREPARED BY:
PETER O. BRICK, Esq.
PETER O. BRICK & ASSOCIATES
9436 Regency Park Blvd.
Port Richey, FL 34668
(727) 847-3121
Florida Bar No: 150039



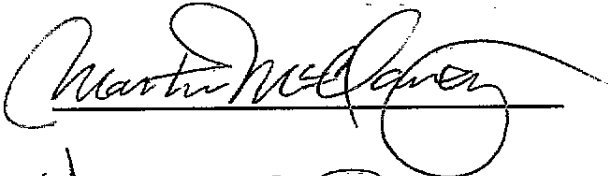
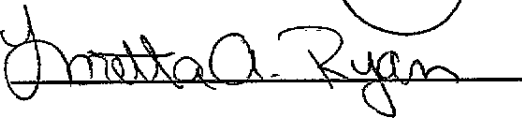
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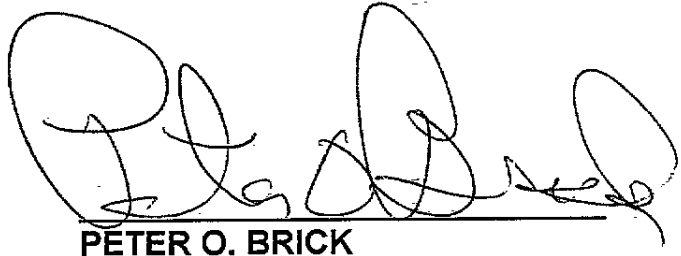
REGISTERED AGENT

The undersigned having been designated as Registered Agent for the service of process within the State of Florida upon **Digital Community Solutions, Inc.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is **9436 Regency Park Blvd., Port Richey, FL 34668**. The address of the Registered Agent is: **9436 Regency Park Blvd., Port Richey, FL 34668**.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida this 20 day of January, 1999.

Signed, sealed and delivered
in the presence of:


PETER O. BRICK

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 20th day of January, 1999 by **Peter O. Brick** who is personally known to me.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, Esq.
PETER O. BRICK & ASSOCIATES
9436 Regency Park Blvd.
Port Richey, FL 34668
(727) 847-3121
Florida Bar No: 150039

