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March 29, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Denwa Holdings, Inc.

500002824245--6

-03/30/99-01092-002
*****78.75 *****78.75

Dear Sir/Madam:

I enclose an original and one copy of the Articles of Incorporation for the above-named corporation. A check made payable to the Florida Secretary of State for \$78.75 is also enclosed representing your filing fees. Please return to the undersigned a certified copy of the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Yamilé C. Paz
Legal Assistant

YCP:
Enclosure

cc: Laurel M. Isicoff, Esq. (w/o enc.)

2829/101/147898.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 5 1999

**ARTICLES OF INCORPORATION OF
DENWA HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is **Denwa Holdings, Inc.**

**ARTICLE TWO
CORPORATE DURATION**

The duration if the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or 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 the foregoing business and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be without par value.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is c/o Kozyak Tropin & Throckmorton, P.A., 200 South Biscayne Blvd., Suite 2800, Miami, Florida 33131, and the name of its initial registered agent at such address is Laurel M. Isicoff, Esq.

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TALLAHASSEE, FLORIDA

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one
(1). The name and address of each person who is to serve as a member of the board of directors is:

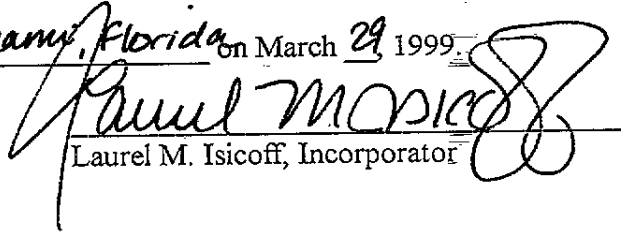
Name

Address

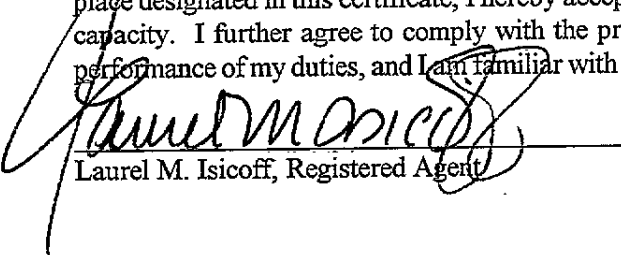
Holger Dietze

13409 Marble Rock Drive
Chantilly, VA 20151

Executed by the undersigned at Miami, Florida on March 29 1999


Laurel M. Isicoff, Incorporator

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 I am familiar with and accept the obligations of my position as registered agent.


Laurel M. Isicoff, Registered Agent

March 29, 1999
(Date)

147794.1/2829.101

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TALLAHASSEE, FLORIDA