

P99000040178

Digital Visions Interactive, Inc

6150 Corsica Blvd.
Cocoa, Florida 32927

Phone: (407) 639-2753 e-mail: 75057.304@compuserve.com

April 4, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Digital Visions Interactive, Inc

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-05/04/99--01070--002
*****78.75 *****78.75

TO WHOM IT MAY CONCERN

Enclosed herewith please find the original and one copy of the Articles of Incorporation of Digital Visions Interactive, Inc together with our firm's draft in the amount of \$122.50 representing the following:

| | |
|----------------------|----------|
| Filing Fee | \$ 35.00 |
| Registered Agent Fee | \$ 35.00 |
| Certified Copy Fee | \$ 8.75 |

Please file the original of the enclosed Articles of Incorporation and return a certified Copy to our office. Thank you for your assistance in this matter.

Yours truly,



Winston W. Gardner, III.

Enclosure

APPROVED
AND
FILED
99 MAY -4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -4 AM 11:38

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ARTICLES OF INCORPORATION

OF

Digital Visions Interactive, Inc

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: **Digital Visions Interactive, Inc**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

NATURE AND PURPOSE OF THE CORPORATION

The corporation is formed to provide computer software services. The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITOL STOCK

The aggregate number of shares of stock which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$ 0.01 per share.

NOTE: Par value shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -4 AM 11:45

APPROVED
AND
FILED

ARTICLE V

PRE-EMPTIVE 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6150 Corsica Blvd.; Cocoa, Florida 32927 and the name of the initial registered agent of this corporation at that address is Winston W. Gardner, III.

ARTICLE VII

DIRECTORS

The corporation shall have two directors 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 one. The names and addresses of the initial directors are:

| | |
|--------------------------|--|
| Winston W. Gardner, III. | 6150 Corsica Blvd. Cocoa, Florida 32927 |
| Debbie O. Gardner | 6150 Corsica Blvd. Cocoa, Florida 32927 |

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

| | |
|--------------------------|--|
| Winston W. Gardner, III. | 6150 Corsica Blvd. Cocoa, Florida 32927 |
|--------------------------|--|

ARTICLE IX

SECTION 1244 STOCK

The corporation is authorized to offer and issue its shares of common stock whereby the corporation and its shareholders shall be entitled to take advantage of the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

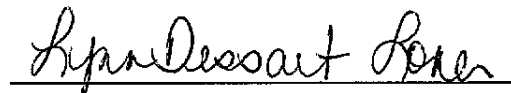
IN WITNESS WHEREOF we have subscribed our names this 4th day of April, 1999.


Winston W. Gardner, III.


Debbie O. Gardner

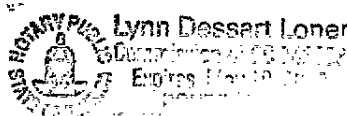
STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me by Winston W. Gardner, II. this 26th day of April, 1993.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON WHOM LEGAL PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes (1981), the following is submitted in legal compliance:

Digital Visions Interactive, Inc., a corporation desiring to organize under the laws of the State of Florida, with its principle office for the purpose of service of legal process, as indicated in the Articles of Incorporation, at 5087 Riveredge Drive; Titusville, Florida 32780 has named:

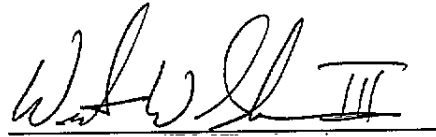
Winston W. Gardner, III.

6150 Corsica Blvd.
Cocoa, Florida 32927

as its agent to accept service of process within this state at that address.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation **Digital Visions Interactive, Inc.** at that address, I do hereby agree to act in this capacity, and agree to keep said office open in compliance with the requirements of said statutes.



Winston W. Gardner, III.
Registered Agent

APPROVED
AND
FILED
99 MAY -4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA