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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 11, 1999

LUIS P. FERNANDEZ  
898 S.W. 9TH STREET  
FLORIDA CITY, FL 33034

SUBJECT: DIGITAL MASTERPIECE  
Ref. Number: W99000011011

We have received your document for DIGITAL MASTERPIECE and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must state the number of shares of authorized stock.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock  
Document Specialist

Letter Number: 799A00025767

## ARTICLES OF INCORPORATION

FILED  
99 MAY -7 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### **ARTICLE I - Name**

The name of this corporation is **Digital Masterpiece, Inc.**

### **ARTICLE II - Principal Office**

The mailing address of this corporation shall be:  
898 S.W. 9<sup>th</sup> Street, Florida City, Florida 33034

### **ARTICLE III - Purpose**

This corporation will handle videography and computer graphic arts

### **ARTICLE IV - Capitol Stock**

This Corporation is authorized to issue 100 shares of \$.10 par value common stock which shall be designated as "Common Shares"

### **ARTICLE V - Board of Directors**

The Corporation shall initially have two directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial directors are:

Luis P. Fernandez  
898 S.W. 9<sup>th</sup> Street  
Florida City, Florida 33034

Glennys Rivera  
8616 S.W. 156<sup>th</sup> Place  
Miami, Florida 33193

### **ARTICLE VI - Initial Registered Agent**

The street address of the registered office of this corporation is 8616 S.W. 156<sup>th</sup> Place, Miami, Florida 33193 and the name of the registered agent of this corporation at that address is **Glenny Rivera**.

## **ARTICLE VII - Incorporator**

The name and address of the Incorporator signing these Articles is:

Glennys Rivera  
8616 S.W. 156<sup>th</sup> Place  
Miami, Florida 33193

## **ARTICLE VIII – Pre-emptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE IX – Indemnification**

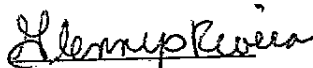
This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

## **ARTICLE X – Amendment**

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

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: May 21, 1999

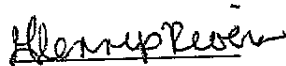
  
Glennys Rivera  
Incorporator

Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted.

First that Digital Masterpiece, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Glennys Rivera located at 8616 S.W. 156<sup>th</sup> Place, Miami, Florida 33193, as its agent to accept service of process within Florida.

Dated: May 21, 1999

  
Glennys Rivera

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 21, 1999

  
Glennys Rivera

**FILED**  
99 MAY -7 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA