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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-06/21/99--01065--012  
\*\*\*\*131.25 \*\*\*\*\*87.50

June 8, 1999

SUBJECT: Transmittal Letter for **DigitalOwl.com, Inc.**

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$131.25 as required for Filing Fee, Certified Copy and Certificate.

FROM: John A. Casavant  
4074 Tenita Drive  
Winter Park, Florida 32792  
(407) 677-1972

FILED  
99 JUN 21 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ajc  
6/22

**ARTICLES OF INCORPORATION  
OF  
DIGITALOWL.COM, INC.**

I, the undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act and the laws of the State of Florida, adopt the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation is: DigitalOwl.com, Inc.

**ARTICLE II**

The mailing address of the corporation is: 4074 Tenita Drive, Winter Park, Florida 32792. The board of directors shall fix the location of the principle place of business of the corporation.

**ARTICLE III**

The total number of shares of all classes of stock which the corporation is authorized to have outstanding and issue is thirty million (30,000,000) shares, consisting of two classes of shares designated "Preferred Stock" and "Common Stock", respectively, \$ 0.001 par value. The number of shares of Preferred Stock authorized to be issued is five million (5,000,000) and the number of shares of Common Stock authorized to be issued is twenty five million (25,000,000).

The Preferred Stock may be divided into such number of series as the board of directors may determine. The board of directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The board of directors, within the limits and restrictions stated in any resolution or resolutions of the board of directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

**ARTICLE IV**

The name and Florida street address of the initial registered agent are: Kirstie Chadwick, 4074 Tenita Drive, Winter Park, Florida 32792.

**ARTICLE V**

The name and address of the incorporator to these Articles of Incorporation are: John Casavant, 1019 McKinnon Avenue, Oviedo, Florida 32765.

**ARTICLE VI**

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation.

**ARTICLE VII**

Pursuant to the provisions of the Florida Business Corporation Act, actions which are required to be or which may be taken at any annual or special meeting of stockholders may not be taken without a meeting by the consent in writing of the stockholders of the corporation.

**ARTICLE VIII**

Election of the directors need not be by written ballot unless the Bylaws of the corporation shall so provide.


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### ARTICLE IX

To the fullest extent permitted by law, no director of the corporation shall be personally liable for the monetary damages for breach of fiduciary duty as director. Without limiting the effect of the preceding sentence, if the Florida Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporations Act, as so amended.


Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article IX, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

The undersigned hereby acknowledges that the forgoing Articles of Incorporation are executed this 11th day of June of the year 1999.

  
John Casavant, Incorporator

6/11/1999  
Date

Having been named as registered agent and to accept service of process for the above stated 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.

  
Kirstie Chadwick, Registered Agent

6/11/99  
Date

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