

P99000062083

DAVID LONARDO
16340 West Dixie Highway
NORTH MIAMI BEACH, FL 33160
PHONE: (305) 945-3064

June 30, 1999

Secretary of State
Corporations Division
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

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-07/06/99--01102--001
*****78.75 *****78.75

Re: Digital Mind, Inc.

Enclosed herewith are Articles of Incorporation together with a copy of said Articles for Digital Mind, Inc. and a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Registered Agent	\$35.00
Certified Copy	<u>\$ 8.75</u>
Total	\$78.75

Yours Very Truly,



DAVID LONARDO

encl. ck

FILED
99 JUL -6 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/13/99

**ARTICLES OF INCORPORATION
OF
Digital Mind, Inc.**

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Digital Mind, Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one hundred (100) shares of stock at \$5.00 par value which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 16340 West Dixie Highway, North Miami Beach, FL 33160.

ARTICLE VI

The name and address of the corporation's Registered Agent is David Lonardo, 16340 West Dixie Highway, North Miami Beach, FL 33160.

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TALLAHASSEE, FLORIDA

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ARTICLE VII

The corporation shall have one director initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial director of this corporation is: David Lonardo, 16340 West Dixie Highway, North Miami Beach, FL 33160.

ARTICLE VIII

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

ARTICLE IX

The name and address of the corporation is Digital Mind, Inc., 16340 West Dixie Highway, North Miami Beach, Florida 33160

ARTICLE X

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

ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

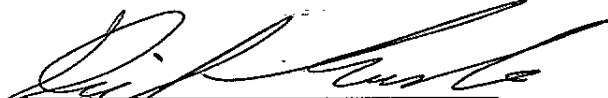
ARTICLE XII

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

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30 day of June, 1999.


DAVID LONARDO


STATE OF FLORIDA)

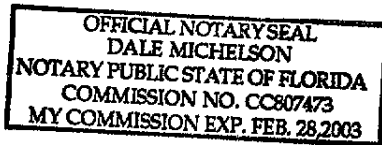
: ss.

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of June, 1999, by DAVID LONARDO, personally known to me.

Print Notary's name and
commission number


Notary Public
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED

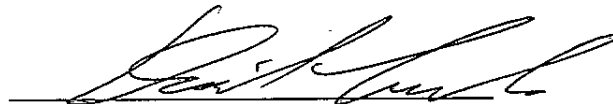
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Digital Mind, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in North Miami Beach, State of Florida, has named David Lonardo, 16340 West Dixie Highway, North Miami Beach, Florida 33160, as its agent to accept service of process within Florida.



DAVID LONARDO, Incorporator

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, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.



DAVID LONARDO

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA