

P99000100307

TRANSMITTAL LETTER

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

400003043114--8

-11/12/99--01102--013

*****78.75 *****78.75

SUBJECT: THE DIGITAL DESIGN FACTORY, INC.

(Proposed corporate name - must include suffix)

EFFECTIVE DATE
11-4-99

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bill Mohr, Attorney
Name (Printed or typed)

741 Piedmont Avenue, N.E., Suite 700

Address

Atlanta, GA 30308

City, State & Zip

404-888-0000

Daytime Telephone number

FILED
1999 NOV 12 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bill Mohr GAVE
AUTHORIZATION BY PHONE TO
CORRECT VI
DATE 11-16-99
DOC. EXAM [Signature]

A. Howell NOV 16 1999

NOTE: Please provide the original and one copy of the articles.

W990000024321

FILED

1999 NOV 12 PM 12:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE DIGITAL DESIGN FACTORY, INC.

EFFECTIVE DATE
11-4-99

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be **THE DIGITAL DESIGN FACTORY, INC.**

ARTICLE II

The initial principal place of business and mailing address of this Corporation shall be **1500 Bay Road, Suite 851, Miami Beach, Florida 33139.**

ARTICLE III

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is **one hundred thousand (100,000) shares** of no par value common stock.

ARTICLE IV

The name and Florida street address of the initial registered agent are **Joseph M. Siracusa, 1500 Bay Road, Suite 851, Miami Beach, Florida 33139.**

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation are **Joseph M. Siracusa, 1500 Bay Road, Suite 851, Miami Beach, Florida 33139.**

ARTICLE VI

The **effective date** shall be **November 4, 1999.**

ARTICLE VII

Managing the business and regulating the affairs of the Corporation shall be governed by the following:

(a) The affairs of the Corporation shall be managed and governed in all respects, except as may be otherwise expressly set forth hereinbelow, by the Board of Directors of the Corporation.

(b) The initial Board of Directors shall be appointed by the undersigned incorporator, and subsequent directors appointed pursuant to provisions of duly adopted bylaws of the Corporation.

(c) The selection of officers of the Corporation, and decisions and actions regarding distribution of dividends or reinvestment of profits, shall be by majority vote of the Board of Directors.

(d) For the purpose of any and all votes by the Board of Directors, each Director shall have one (1) vote for each share of the Corporation's stock that such Director represents, by ownership or proxy, and the number of total votes shall equal the number of outstanding shares of the Corporation at that time.

(e) For purposes of any vote by the Board of Directors, a quorum shall consist of a majority of all Directors of record, no vote shall be taken without the involvement of all Directors of record;

(f) A Director or Directors shall not be disqualified from voting on any matter brought before the Board for action by virtue of conflicting interest which the Director or Directors may have in the transaction, so long as the Director or Directors disclose to the Board the existence and nature of the conflicting interest;

(g) An interest in shares of this Corporation may not be voluntarily or involuntarily transferred, by operation of law or otherwise, except: (1) to the Corporation; (2) with the approval in writing of the Board of Directors, by majority vote; or (3) to an eligible third party (i.e. eligible to become a qualified shareholder under applicable bylaws of the Corporation, state and federal law, and eligible insofar as such purchase of shares will not impose a personal holding company tax or similar federal or state penalty tax on the Corporation), provided that the shares desired to be transferred must first be offered to the Corporation, by obtaining a bonafide offer to purchase from the third party, in writing, setting forth the third party offeror's name and address, number of shares offered, the offering price per share, and all other terms of the offer, which information/offer shall be delivered to the Corporation prior to any acceptance of such offer, and the Corporation shall have the first opportunity and right to purchase the offered shares (in whole or in part) at the offered price and terms, and the Corporation shall have 90 days from the date of receiving the information/offer to exercise this right by accepting or rejecting the offer. An attempted transfer in violation of the provisions of this subparagraph is ineffective. The Corporation is not required to purchase shares of

a shareholder, for any reason including but not limited to death of the shareholder.

(h) The Board of Directors of the Corporation may, from time to time, in its discretion and without approval by or authorization from the shareholders of the Corporation, distribute to the shareholders out of capital surplus of the Corporation a portion of its assets.

(i) The Corporation intends to qualify as and elect to be an S-corporation under § 1362 of the Internal Revenue Code.

WITNESS the signature of the undersigned incorporator.

Joseph M. Siracusa BAPM
JOSEPH M. SIRACUSA
Incorporator

11-1-99
Date

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.

Joseph M. Siracusa BAPM
JOSEPH M. SIRACUSA
Registered Agent for THE DIGITAL DESIGN FACTORY, INC.

11-1-99
Date

FILED
1999 NOV 12 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA