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(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

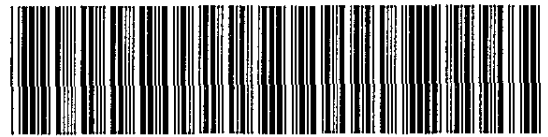
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
04 FEB -9 PM 12: 48
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 430067 118517A

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 78.75

ORDER DATE : February 9, 2004

ORDER TIME : 10:39 AM

ORDER NO. : 430067-005

CUSTOMER NO: 118517A

CUSTOMER: Robert W. Bivins, Esq
Fuller Holsonback Bivins &
Malloy
Suite 1500
400 North Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: S2S DIGITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

S2S DIGITAL, INC.

The undersigned, acting as the incorporator of S2S Digital, Inc., under the Florida Business Corporation Act, sets the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE 1) NAME

The name of the corporation is:

S2S DIGITAL, INC.

ARTICLE 2) PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

553 Johns Pass Avenue
Madeira Beach, Florida 33708

ARTICLE 3) CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 200 shares of common stock, having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract, with a value, in the judgment of the Board of Directors, that is adequate.

Preemptive Rights - The corporation shall provide written notice to each holder of the corporation's common stock before the issuance of any of the following: any shares of common or preferred stock, any options, rights, or warrants to acquire common stock or preferred stock, and any notes, debentures, or other debt securities that are convertible into common or preferred stock (generically referred to as the "New Shares"). Each holder of the corporation's common stock will have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase any New Shares (whether or not currently authorized and including shares from the treasury of the corporation) in the ratio that the number of shares of common stock held by the shareholder at the time of the issue bears to the total number of shares of common stock outstanding. The holder waives his or her right to purchase any of the New Shares unless he or she exercises that right and pays for the New Shares within thirty days of his receipt of the

corporation's written notice. If a holder of the corporation's common stock does not exercise his or her right to purchase pursuant to this Article, the corporation shall provide written notice of that fact to the remaining holders of the corporation's common stock who will have ten days in which to purchase those shares in the same ratio as above. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase New Shares pursuant to this Article. Any public offerings of the corporation's securities shall not give rise to any preemptive rights under this Article.

ARTICLE 4) INITIAL BOARD OF DIRECTORS

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

<u>Name</u>	<u>Address</u>
Sara J. Mehlretter	16124 4 th St. E. Redington Beach, FL 33708
Orquidea E. Castellon	553 Johns Pass Avenue Madeira Beach, FL 33708

ARTICLE 5) INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of the corporation is 553 Johns Pass Avenue, Madera Beach, Florida 33708, and the name of the corporation's initial registered agent at the address is Orquidea E. Castellon.

ARTICLE 6) INCORPORATOR

The name and street address of the incorporator is:

Orquidea E. Castellon
553 Johns Pass Avenue
Madeira Beach, FL 33708

EXECUTION DATE: February 5, 2004


Orquidea E. Castellon,
as incorporator

S2S DIGITAL, INC.


ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That S2S DIGITAL, INC., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 553 Johns Pass Avenue, Madeira Beach, Florida 33708 has named Orquidea E. Castellon as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for S2S DIGITAL, INC., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE: February 5, 2004


Orquidea E. Castellon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA