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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: STARBRIGHT ENTERPRISES, INC.
AUDIT NUMBER.....H97000008224
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**ARTICLES OF INCORPORATION
OF
STARBRIGHT ENTERPRISES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

STARBRIGHT ENTERPRISES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to manufacture, purchase, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual fire insurance association, a cooperative association, fraternal benefit society, state fair or exposition.

This Instrument Prepared By:

BARTLEY C. MILLER, ESQ.
Florida Bar No. 788650
Panza, Maurer, Maynard & Neal, P.A.
3600 N. Federal Highway, 3rd Floor
Fort Lauderdale, FL 33308
(954) 390-0100

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ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The address of the principal office of this corporation shall be: 7667 W. Sample Road, Coral Springs, Florida 33065 -139

ARTICLE V

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

Pursuant to 607.0501, Florida Statutes, the registered office of this corporation in the State of Florida and the Registered Agent in the State of Florida shall be Bartley C. Miller, Esquire, 3600 North Federal Highway, 3rd Floor, Fort Lauderdale, Florida 33308.

ARTICLE VIII

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

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ARTICLE IX

The names and post office addresses of the member of the first Board of Directors, and the Chairman of the Board, President, Vice Presidents, and Secretary/Treasurer are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Javan Dean Scott	9933 W. View Drive, #426 Coral Springs, Florida 33076	President
Theresa Scott	9933 W. View Drive, #426 Coral Springs, Florida 33076	Vice-President Secretary/Treasurer

ARTICLE X

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of consideration is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
Javan Dean Scott	9933 W. View Drive, #426 Coral Springs, Florida 33076	250	\$250.00
Theresia Scott	9933 W. View Drive, #426 Coral Springs, Florida 33076	250	\$250.00

In accordance with Florida Statute 607.77, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others, which price, in the case of par value shares, may be in excess of par.

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ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by the unanimous vote of the stockholders entitled to vote thereon.

ARTICLE XII

It is the intention of this Charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

ARTICLE XIII

Pursuant to Fla. Stat. 607.0721, at all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.



JAVAN DEAN SCOTT
President

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the
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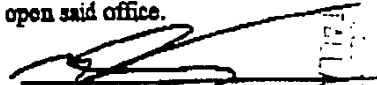
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That STARBRIGHT ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named Bartley C. Miller, Esquire, Panza, Maurer, Maynard & Neel, P.A., located at 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida, 33308, as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


BARTLEY C. MILLER
Registered Agent

97 MAY 20 AM 8:55
FILED
FELLSHASSER, FLORIDA

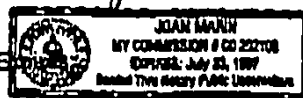
STATE OF FLORIDA
COUNTY OF BROWARD

SS:

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, BARTLEY C. MILLER, to me well known to me to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 19th day of May, 1997.


NOTARY PUBLIC



My Commission Expires

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