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**CUNNINGHAM, ALBRITTON, MILLER, HEFFERNAN,
CRIMELLA, HAMILTON & WOLFE, LLP**

2975 OVERSEAS HIGHWAY
P.O. Box 500938
MARATHON, FLORIDA 33050-0938

RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER*
WILLIAM J. HEFFERNAN, JR.
MICHAEL L. CRIMELLA
SHARON I. HAMILTON
JOHN J. WOLFE**

TELEPHONE: (305) 743-9427
FAX: (305) 743-8800
REAL ESTATE FAX: (305) 743-7489
E-MAIL: cunninghamlaw@reefnet.com

*ALSO ADMITTED IN NEW YORK
**ALSO ADMITTED IN TEXAS

November 9, 1998

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

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

RE: STARBASE DIGITAL MULTIMEDIA, INC.
Our File No. 98-M-75


Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$78.75 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,


Ann Morgan
Secretary to
Robert K. Miller

/am
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 16, 1998

ANN MORGAN
P.O. BOX 500938
MARATHON, FL 33050

SUBJECT: STARBASE DIGITAL MULTIMEDIA, INC.
Ref. Number: W98000025775

We have received your document for STARBASE DIGITAL MULTIMEDIA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article five states there will be three director(s), whereas one is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 798A00055085

ARTICLES OF INCORPORATION
of
STARBASE DIGITAL MULTIMEDIA, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is **STARBASE DIGITAL MULTIMEDIA, INC.**

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is: **2975 Overseas Highway, Marathon, FL 33050.**

The name of the initial registered agent of this corporation at that address is: **ROBERT K. MILLER.**

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws.

The name of the initial director is:

ROBERT MONTEITH

The address of the initial director is:

**P.O.BOX 420499
Summerland Key, Florida 33042**

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TALLAHASSEE, FLORIDA
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ARTICLE VI - INCORPORATORS.

The name and address of the person signing these Article is:

**ROBERT MONTEITH
P.O.Box 420499
Summerland Key, Florida 33042**

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at:

**929 CARIBBEAN DRIVE EAST
P.O.Box 420499
Summerland Key, Florida 33042**

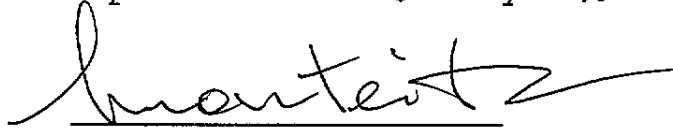
ARTICLE VIII - INDEMNIFICATION.

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

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of November 1998.



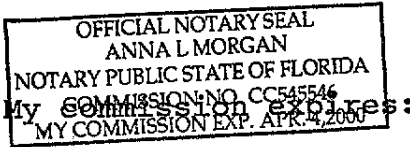
**ROBERT MONTEITH
Incorporator/ Director**

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 6th day of November, 1998, by ROBERT MONTEITH, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 6 day of November, 1998.



Anna L. Morgan

NOTARY PUBLIC, State of Florida

Anna L. Morgan

CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: STARBASE DIGITAL MULTIMEDIA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 929 CARIBBEAN DRIVE EAST, P.O.Box 420449, Summerland Key, Florida 33042 has named Robert K. Miller, Esquire, 2975 Overseas Highway, Marathon, FL 33050 as its agent to accept service of process with Florida.

Robert Monteith

ROBERT MONTEITH
Incorporator/Director

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 provisions of all Statutes relative to the proper and complete performance of my duties.

Robert K. Miller

ROBERT K. MILLER
Registered Agent

Dated: 11/6/98

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TALLAHASSEE, FLORIDA

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