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Document Number Only

C T CORPORATION SYSTEM			
Requestor's Name			
660 East Jefferson Street			
Address			
Tallahassee, Florida 32301			
Cty	State	Zip	Phone
			904-222-1092
CORPORATION(S) NAME			

800001709828
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*****70.00 *****70.00

AlphaStar Television Network Inc

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS/ G/S	<input type="checkbox"/> CUS/ G/S
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. AlphaStar Television Network Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 06-1431245
(FEI number, if applicable)
4. February 27, 1995
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 775 Main Street East
Milton, Ontario Canada L9T 3Z3
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road,
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM


(Registered agent's signature) (Officer)

Gil S. Apelis, Asst. Secretary

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director:

~~Chairman~~: Alvin G. Bahman

Address: 775 Main Street East

Milton, Ontario Canada L9T 3Z3

Director:

~~Chairman~~: James Wilkinson

Address: 775 Main Street East

Milton, Ontario Canada L9T 3Z3

Director: Murray Klippenstein

Address: 775 Main Street East

Milton, Ontario Canada L9T 3Z3

Director:

Address:

B. OFFICERS

Chairman

~~President~~: Alvin G. Bahman

Address: 775 Main Street East

Milton, Ontario Canada L9T 3Z3

~~Vice~~ President: Murray Klippenstein

Address: 775 Main Street East

Milton, Ontario Canada L9T 3Z3

Secretary: James Wilkinson

Address: 775 Main Street East

Milton, Ontario Canada L9T 3Z3

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Milton, Ontario Canada L9T 3Z3

13.

.(Typed or printed name and capacity of person signing application)

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ALPHASTAR TELEVISION NETWORK INC.

Additional Officers

Chief Financial Officer: James Wilkinson
Address: 775 Main Street East
Milton, Ontario, Canada L9T 3Z3

Director of Finance: Reginald Tiessen
Address: 775 Main Street East
Milton, Ontario, Canada L9T 3Z3

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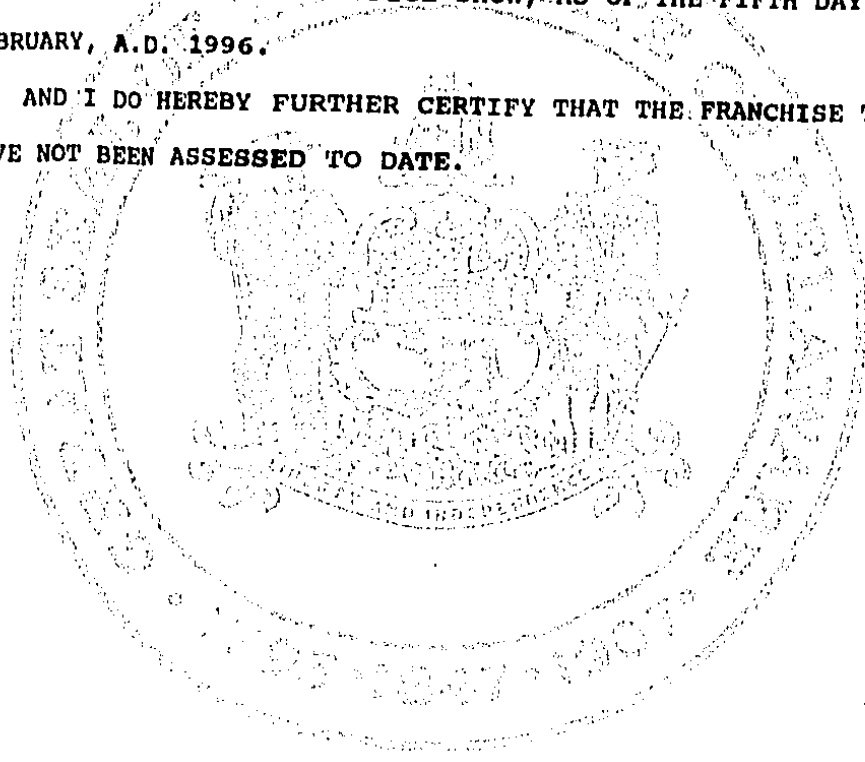
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DIVISION OF REGISTRATIONS

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALPHASTAR TELEVISION NETWORK INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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STATE
RECORDS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7815411

02-05-96