

F980000004354

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WORLDSTAR COMMUNICATIONS CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

000002594040--4
-07/21/98--01067--004
****131.25 ****131.25

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

Shayna M. Bechtel

(Name of Person)

WORLDSTAR COMMUNICATIONS

(Firm/Company)

330 Biscayne Blvd, suite 750
(Address)

Miami, FL 33132

(City/State/Zip)

FILED
98 JUL 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

W98-16556

Shayna M. Bechtel

(Name of Person)

at (305) 373-9784

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

7/30/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 21, 1998

SHAYNA M. BECHTEL
WORLDSTAR COMMUNICATIONS
330 BISCAYNE BLVD., SUITE 750
MIAMI, FL 33132

SUBJECT: WORLDSTAR COMMUNICATION CORPORATION
Ref. Number: W98000016556

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TALLAHASSEE, FLORIDA

We have received your document for WORLDSTAR COMMUNICATION CORPORATION and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 598A00038610

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned D. Omar Valdez, do hereby certify
(Name)

that this Resolution of the Board of Directors of
Worldstar Communications Corporation
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on July 24, 1998.

Be it resolved, that Worldstar Communications Corporation
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Worldstar Group Holdings, Inc. for use in Florida.

Dated: 07/24/98

D. Omar Valdez
Signature of either Chairman, Vice Chairman or any officer

D. Omar Valdez
Type or print name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
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. 1.1 WORLDSTAR COMMUNICATIONS, CORP.
(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 3. 74-2763349
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 24, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 330 Biscayne Blvd., suite 750
Miami, FL 33132
(Current mailing address)
8. Telecommunications
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Frank M. Valdez
- Office Address: 330 Biscayne Blvd. suite 750
Miami, FL 33132, Florida, _____
(Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's 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.


(Registered agent's signature)

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: D. Omar Valdez

Address: 330 Biscayne Boulevard, Suite 750
Miami, Florida 33132

Vice Chairman: Frank Valdez, Jr.

Address: 330 Biscayne Boulevard, Suite 750
Miami, Florida 33132

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: D. Omar Valdez

Address: 330 Biscayne Boulevard, Suite 750
Miami, Florida 33132

Vice President: Frank Valdez, Jr.

Address: 330 Biscayne Boulevard, Suite 750
Miami, Florida 33132

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

D. Omar Valdez, President

14. _____

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

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 "WORLDSTAR COMMUNICATIONS CORPORATION" 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 FIFTEENTH DAY OF JULY, A.D. 1998.

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98 JUL 30 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2554839 8300

981254916

AUTHENTICATION:

9198300

DATE:

07-15-98