F99000001052

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 252913 4336650

AUTHORIZATION : Patricia Phipps

COST LIMIT : $ 43.75

ORDER DATE : May 25, 1999

200002886252--0

ORDER TIME : 1:24 PM

ORDER NO. : 252913-020

CUSTOMER NO: 4336650

FILED
99 MAY 25 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: HONOR TECHNOLOGIES, INC.

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XXXX AMENDMENT

RECEIVED
99 MAY 25 PM 2:28
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

N. C.

C. COULLIETTE JUN 0 3 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
99 JUN -2 PM 2:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 26, 1999

CSC

TALLAHASSEE, FL

SUBJECT: HONOR TECHNOLOGIES, INC.
Ref. Number: F99000001052

We have received your document for HONOR TECHNOLOGIES, INC. and the authorization to debit your account in the amount of $43.75. However, the document has not been filed and is being returned 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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 399A00028890

RESUBMIT
Please give original submission date as file date.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. HONOR Technologies, Inc.
Name of corporation as it appears on the records of the Department of State.

2. State of Delaware
Incorporated under laws of

3. February 24, 1999
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 18, 1999

5. Star Networks, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

FILED
99 MAY 25 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

5/21/99
Date

E. Miles Kilburn
Typed or printed name

Executive Vice President & Chief Financial Officer
Title

RESOLUTION OF THE BOARD OF DIRECTORS OF STAR NETWORKS, INC.

I, the undersigned, Executive Vice President and Chief Financial Officer of Star Networks, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify that this Resolution of the Board of Directors of the Corporation was duly adopted on May 6, 1999:

RESOLVED, that the Corporation hereby adopts the name Star Networks Systems, Inc. for use in the State of Florida.

By: ______________________

E. Miles Kilburn
Executive Vice President & Chief Financial Officer

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STAR NETWORKS, 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 EIGHTEENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Edward J. Freel, Secretary of State

2950934 8300

991197306

AUTHENTICATION: 9750615

DATE: 05-18-99