



THE UNITED STATES
CORPORATION
COMPANY

F99000005969

ACCOUNT NO. : 072100000032

REFERENCE : 483530 4312639

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 87.50

ORDER DATE : November 16, 1999

ORDER TIME : 11:50 AM

ORDER NO. : 483530-005

CUSTOMER NO: 4312639

900003047419--2

CUSTOMER: Cathie D. Ledyard, Legal Asst
Skadden Arps Slate Meagher &
One Rodney Square

Wilmington, DE 19801

FOREIGN FILINGS

NAME: V STAR EMPIRE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Christine Lillich

BR 11/17/99

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 17 PM 4: 24

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 NOV 17 PM 12: 58

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 17 PM 4: 25

**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.

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1. V Star Empire, 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. _____

(FEI number, if applicable)

4. October 25, 1999

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1995 Oakland Park Blvd., Suite 220

Ft. lauderdale, Florida

33306

(Current mailing address)

any lawful act or activity

8. _____

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip code)

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.

Corporation Service Company

By: Maureen Cullen

(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)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

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)

14. Roberto Masiero, Chairman

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

| <u>Name</u> | <u>Position</u> |
|--------------------|---|
| Roberto Masiero | Director; Chairman; Chief Executive Officer; President; Treasurer |
| Haysel Taveras | Director; Vice President, Information Technology |
| Traci Friess Clark | Director; Vice President, Business Development |
| Anthony W. Clark | Secretary |

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Address for all directors and officers:

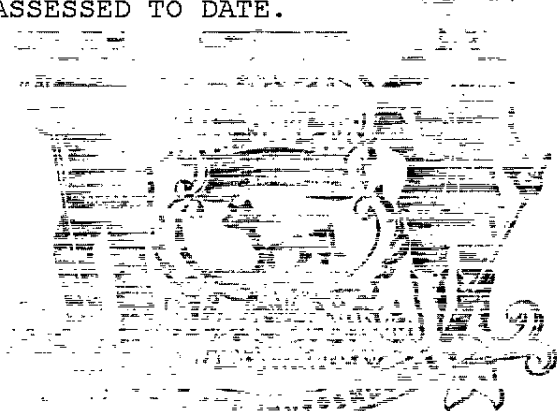
V Star Empire, Inc.
1995 Oakland Park Blvd., Suite 220
Ft. Lauderdale, Florida 33306

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "V STAR EMPIRE, 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 FIFTEENTH DAY OF NOVEMBER, A.D. 1999.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 17 PM 4:25



Edward J. Freel
Edward J. Freel, Secretary of State
0081489

3118384 8300

991485551

AUTHENTICATION:

11-15-99

DATE: