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JAMES R. MEROLA, P.A.

11380 PROSPERITY FARMS ROAD, SUITE 204
PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE (561) 622-1433 • FACSIMILE (561) 622-5531

PLEASE MAKE NOTE OF OUR NEW FAX NUMBER: 561.622.6279

December 28, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400003083634--6
-12/29/99--01092--005
*****70.00 *****70.00

Re: Allstarcasting.Com, Inc.
Our File No. 2399.03

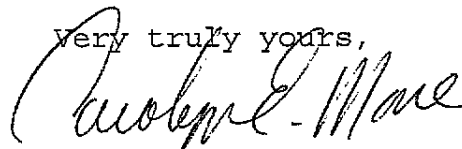
Gentlemen:

Enclosed herewith please find Articles of Incorporation, in duplicate, for the above-referenced corporation, together with our firm check in the amount of \$70.00 representing your filing fee.

Kindly file the original and return the conformed copy to us in the enclosed Federal Express envelope, for our records.

If you have any questions concerning the enclosed, please do not hesitate to call.

Very truly yours,



Carolyn E. Moore
Secretary

cm
Enclosures

FILED
99 DEC 29 AM 7:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 6 2000

ARTICLES OF INCORPORATION
OF

ALLSTARCASTING.COM, INC.

FILED
99 DEC 29 AM 7:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be ALLSTARCASTING.COM, INC., and the principal place of business shall be 2507 Sugarloaf Lane, Fort Lauderdale, Florida 33312.

ARTICLE II
DURATION

This Corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue thirty million (30,000,000) Shares of Capital Stock with a par value of One and No/100 (\$1.00) Dollars per Share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the Corporation is 2507 Sugarloaf Lane, Fort Lauderdale, Florida 33312, and the name of the initial Registered Agent is ROBERT MITCHELL.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one (1) nor more than nine (9). The names and addresses of the initial Directors are:

ROBERT MITCHELL
2507 Sugarloaf Lane
Fort Lauderdale, FL 33312

SCOTT T. KIMMEL
Suite 201
3650 North Federal Highway
Pompano Beach, FL 33064

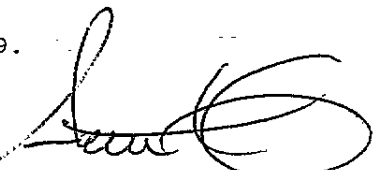
LYNN MITCHELL
2507 Sugarloaf Lane
Fort Lauderdale, FL 33312

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

SCOTT T. KIMMEL
Suite 201
3650 North Federal Highway
Pompano Beach, FL 33064

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 23rd day of December, 1999.




Scott T. Kimmel, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 23 day of December, 1999, by SCOTT T. KIMMEL, who is personally known to me or who has produced _____ as identification.

LYNN Teti-Dupont

(print name)

 LYNN TETI
COMMISSION # CC 555979
EXPIRES MAY 19, 2000
BONDED THRU
ATLANTIC BONDING CO., INC₂

Notary Public, State of Florida
My Commission Expires:

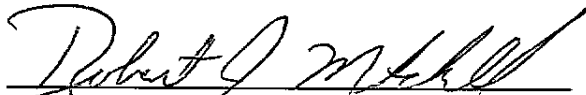
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

THAT, ALLSTARCASTING.COM, INC., desiring to organize under the laws of the
State of Florida, with its principal offices as indicated in the Articles of
Incorporation, at Broward County, Florida, has named ROBERT MITCHELL, 2507
Sugarloaf Lane, Fort Lauderdale, Florida 33312, as its Agent to accept service
of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated
corporation, at the place designated by this Certificate, I hereby accept to act
in this capacity, and agree to comply with the provisions of said Act relative
to keeping open said office.


ROBERT MITCHELL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 29 AM 7:12

FILED