

Kirkpatrick & Lockhart LLP

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P000000019044

February 11, 2000

VIA FEDERAL EXPRESS

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

500003134400-00
-02/14/00-01090-004
*****78.75 *****78.75

Re: Starphire.Commerce, Inc.

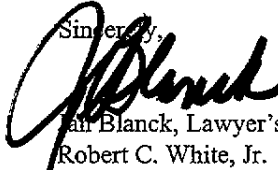
Ladies and Gentlemen:

Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>

Total	\$ 78.75
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A return Federal Express envelope is enclosed for your convenience in responding. Thank you for your cooperation with this matter.

Sincerely,

Jani Blanck, Lawyer's Assistant to
Robert C. White, Jr.

cc: David H. Raehpour
Robert C. White, Jr.

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This was
Received 2/23
in K.B. office
MB-36699.01

BC 2/23

FILED
2000 FEB 14 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STARPHIRE.COMMERCE, INC.

The undersigned, acting as incorporator of Starphire.Commerce, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Starphire.Commerce, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 18840 Highway 19 North, Suite 422, Clearwater, FL 33764.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual, commencing on February 11, 2000.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 1,000,000 shares of common stock having a par value of \$0.001 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

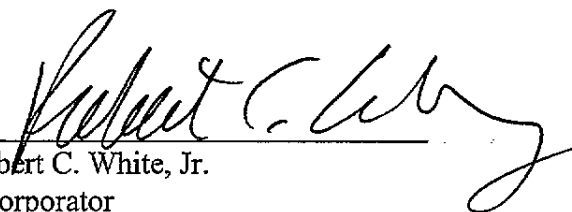
Name

Address

Robert C. White, Jr.

Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
20th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of February, 2000.



Robert C. White, Jr.
Incorporator

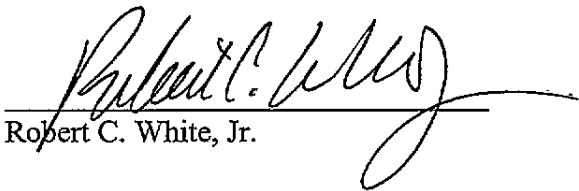
CERTIFICATE OF REGISTERED AGENT

OF

STARPHIRE.COMMERCE, INC.

Having been named to accept service of process for Starphire.Commerce, Inc., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: February 11, 2000


Robert C. White, Jr.

FILED
2000 FEB 14 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA