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Division of Corporations  
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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

~~STARCAR, CORP.~~

B G Technologies, Inc.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 21, 2000

EMPIRE

*B G Technologies, Inc*

SUBJECT: ~~STARCAR~~ CORP.  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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*A* *please!*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

B G Technologies, Inc.

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

B G Technologies, Inc.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: PENTHOUSE FIVE, 9400 SOUTH DADELAND BLVD. MIAMI, FL 33156

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

Section 1. The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, divided into two classes, the designation and par values of each such class being, as follows:

A) 1,000 shares of Class A Capital Stock, having a par value of \$0.10 per share and an aggregate par value of \$100.00.

B) 9,000 shares of Class B Non-Voting Common Capital Stock, having a par value of \$0.10 per share and an aggregate par value of \$900.00

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY,  
1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VI

The name and street address of the initial Registered Agent of this corporation shall be: JACK B. GERBER, P.A.  
9400 SOUTH DADELAND BLVD.  
MIAMI, FL 33156

Article VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s):


BEN B. GERBER  
PRESIDENT/DIR.

6515 WYDOWN BLVD, CAMPUS BOX 3345  
ST. LOUIS, MO 63105

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 WEST FLAGLER STREET #200  
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 27TH day of JULY, 2000..

  
Incorporator  
Ray Stormont, President  
Signing for  
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

JACK B. GERBER, P.A.

By: Jack B. Gerber, Pres  
 REGISTERED AGENT

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