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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

star worldwide travel, inc.

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**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State

December 18, 2000

EMPIRE**SUBJECT: STAR WORLDWIDE TRAVEL, INC.**
REF: W00000029589

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ARTICLES OF INCORPORATION
OF
STAR WORLDWIDE TRAVEL, INC.

The undersigned subscriber(s) of these Articles of Incorporation, each natural person(s) competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: STAR WORLDWIDE TRAVEL, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the objects and it's purposes are to operate travel related services, and other business ventures of any nature whatsoever both within and outside the State of Florida, and any all other lawful purposes not prohibited by the laws of the United States or the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

Manuel F. Fente, Esq.
Law Offices of Manuel F. Fente, P.A.
1110 Brickell Avenue, Seventh Floor
Miami, Florida 33131
Florida Bar No: 254737

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ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is:

One hundred (100) shares at ten (\$10.00) dollars par value.

ARTICLE IV

The amount of stated capital with which this corporation will begin business is not less than:
One thousand (\$1,000.00) dollars.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

3011 Jasper Way
Miramar, Florida 33025

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII
DIRECTOR(S)

The number of Directors maybe increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office address of the member(s) of the first Board of Directors, who

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subject to the provisions of the Certificate of Incorporation, the By-laws and the Corporation law of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>	<u>Title:</u>
Williamae Kemp	3011 Jasper Way Miramar, Florida 33025	Director/President/Treasurer
Shamarco Kemp	3011 Jasper Way Miramar, Florida 33025	Vice-President
Shamarlas Allens	3011 Jasper Way Miramar, Florida 33025	Vice-President
Shaquita Moss	3011 Jasper Way Miramar, Florida 33025	Secretary
Sharonda Allens	3011 Jasper Way Miramar, Florida 33025	Assistant Secretary

ARTICLE IX
SUBSCRIBERS

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
Manuel F. Fente, Esq.	Offices of Manuel F. Fente, P.A. 1110 Brickell Avenue, 7 th Floor Miami, Florida 33131

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Shareholder's meeting by majority of the shares entitled to vote

-III-

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hereon.

ARTICLE XI
DESIGNATION OF REGISTERED RESIDENT AGENT

That, Manuel F. Fente, Esq., Law Offices of Manuel F. Fente, P.A., 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

ARTICLE XII
PRE-EMPTIVE RIGHTS

Any Shareholder or the corporation desiring to sell his/her shares in the corporation, shall first offer those shares to the other Shareholders upon the same terms and conditions as the shares are being offered to Non-Shareholders. Any other Shareholders wishing to purchase the offered shares, shall exercise their right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell his shares to any Non-Shareholder upon the same terms and conditions as were offered to the remaining Shareholders.

I, THE UNDERSIGNED, being the only original subscriber herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 19 day of December, 2000.


MANUEL F. FENTE, ESQ.

-IV-

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ACKNOWLEDGMENT

Having been named to accept service of process for STAR WORLDWIDE TRAVEL, INC., the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


 MANUEL F. FENTE, ESQ.
 Registered Agent

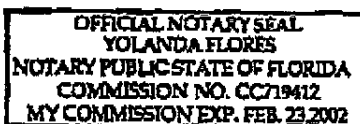
STATE OF FLORIDA
 COUNTY OF DADE

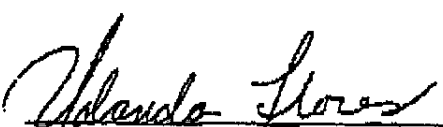
I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appear MANUEL F. FENTE, ESQ., to me known to be the person(s) described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/they subscribed to those Articles of Incorporation.

WITNESS, our hand and seal in the County and State named above, this 19th day of

December, 2000.

MY COMMISSON EXPIRES:




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 STATE OF FLORIDA

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