

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000022367

Stardusters Workshop Enterprises, Inc.

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-03/02/01--01072--004
*****78.75 *****78.75

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

APPROVED
AND
FILED

01 MAR -2 PM 1:01

RECEIVED

01 MAR -2 PM 12:48

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11

Signature _____

Requested by: WL

Name _____

Date 3/2

Time 11:30

Walk-In _____

Will Pick Up _____

Handwritten signature
3/2

THIS INSTRUMENT PREPARED BY:
DONALD W. YETTER, Esquire
1111 - 9th Avenue West, Suite "B"
Post Office Box 9335
Bradenton, Florida 34206
941/749-1402

ARTICLES OF INCORPORATION

OF

STARDUSTERS WORKSHOP ENTERPRISES, INC.

01 MAR -2 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

THE NAME of the Corporation shall be STARDUSTERS WORKSHOP ENTERPRISES, INC.

THE PRINCIPAL place of business of this Corporation shall be 875 Indian Beach Drive, Sarasota, Florida 34234.

ARTICLE II - DURATION

THE EXISTENCE of this Corporation shall be in perpetuity.

ARTICLE III - PURPOSE

THIS CORPORATION is organized for the purpose of completing and operating a multi-media production facility.

THIS CORPORATION shall also do any lawful business in the State of Florida and in the United States of America and in any foreign country and expand the business into as many diversified fields of endeavor for profit, which shall be lawful under the Statutes of the State of Florida now or as the said Statutes shall be amended.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION is authorized to issue 10,000,000 shares of

\$.0001 par value common stock, which shall be designated "common shares".

ARTICLE V - POWERS

THIS CORPORATION shall have the following powers:

1. All powers given to the Corporation under Chapter 607, Florida Statutes, in its present form or as it may hereafter be amended, to exercise all powers that are presently conferred by law upon the Corporation, to do any and all things to the same extent as a natural person might or could do, and to enjoy all powers necessary and proper to effectuate the purpose of this Corporation.

2. To sue and be sued, complain and defend in its corporate name and in all actions or proceedings.

3. To have and/or use a Corporate Seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real property or personal property or any interest therein wherever situated, tangible or intangible.

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. To lend money to, guarantee any obligation of, or otherwise assist any Officer or other employee of the Corporation, or of any subsidiary thereof, including any Officer or employee who is a Director of the Corporation or of any subsidiary thereof

whenever, in the judgment of the Directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. Any loan so authorized may be with or without interest, secured or unsecured, without limitations, including a pledge of shares of stock of the Corporation. This power is in addition to any other powers given at a common law or under any Statutes of the State of Florida.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic corporations or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and guarantee and incur liabilities and borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real property and personal property or security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or

without the State of Florida.

11. To elect or appoint Officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter ByLaws, not inconsistent with the Corporation's Articles Of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board Of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the Corporation's Directors, Officers and employees and for any or all of the Directors, Officers and employees of any subsidiaries of the Corporation.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect the purposes of the Corporation.

ARTICLE VI - STOCKHOLDER RIGHTS

EACH HOLDER of common stock that has been properly issued and is currently outstanding, shall have the right to participate ratably in the earnings of the Corporation by way of dividends, when, as and if declared by the Directors, usually in the exercise of their discretion, out of legally available funds. Moreover,

each Shareholder has the right to participate in the Corporation's net assets (after satisfying liabilities to creditors) upon the liquidation of same and the right to participate ratably in the control of the Corporation by one (1) vote (non cumulative) per share. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro rata share of any new issue. Any and all preemptive rights are specifically prohibited under this Article of these Articles Of Incorporation.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

THE STREET address of the initial registered office of the Corporation is 875 Indian Beach Drive, Sarasota, Florida 34234.

THE NAME of the initial Registered Agent of this Corporation is SUSAN K. DIFFATTE.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

THIS CORPORATION shall have two (2) Directors initially. The maximum number of Directors of this Corporation shall be ten (10) and the number of Directors may be either increased or decreased from time to time by the Corporation's ByLaws, however, the same shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are SUSAN K. DIFFATTE, 875 Indian Beach Drive, Sarasota, Florida 34234, and GREG BAKER,

4803 - 15th Street East, Bradenton, Florida 34203.

ARTICLE X - INCORPORATOR

THE NAME AND address of the persons executing these Articles Of Incorporation are SUSAN K. DIFFATTE, 875 Indian Beach Drive, Sarasota, Florida 34234, and GREG BAKER, 4803 - 15th Street East, Bradenton, Florida 34203.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS of Shareholders may be called by the Directors and the holders of not less than one-third (1/3) of the shares entitled to vote and other persons or groups may be entitled to call a special meeting of the Shareholders as may be authorized in the Corporation's ByLaws.

ARTICLE XII - POWERS RESTRICTED

THIS CORPORATION shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to issue and create stock rights and stock options except as approved by the majority of Shareholders of the outstanding and issued stock of the Corporation at any regular or specially called meetings of the Shareholders.

ARTICLE XIII
INTERESTED PARTY PARTICIPATION AND INDEMNIFICATION

THE CORPORATION shall indemnify any Officer or Director of the Corporation, or any former Officer or Director of the Corporation, to the full extent permitted by law. Any transaction between the Corporation and another shall not be affected because one or more of the Shareholders or Directors of the Corporation has a personal interest in the transaction or in connection with such other person.

ARTICLE XIV - AMENDMENT OF ARTICLES

THESE ARTICLES Of Incorporation shall be amended from time to time by a majority vote of the Corporation's Shareholders at the Annual Meeting Of Shareholders, or at any Special Meeting of Shareholders. The Notice for any Annual or Special Meeting of Shareholders is required only to state that the Articles Of Incorporation are to be amended at the noticed meeting.

THESE ARTICLES Of Incorporation may be amended without notice when a majority of the Corporation's Shareholders are present in person at any Annual or Special Meeting of Shareholders. If the majority of Shareholders do not appear in person, but are represented by proxy, the minimum notice stating that the Articles Of Incorporation are to be amended shall be issued prior to the proposed amendments to the Articles Of Incorporation.

ARTICLE XV - AMENDMENT OF BYLAWS

THE BYLAWS of this Corporation shall be amended from time to time by the Directors of the Corporation by majority vote at any specially called meeting or Annual Meeting of the Directors or shall be amended at any Annual or Special Meeting of the Shareholders. Specific notice at any meeting of the Directors or Shareholders in which an amendment to the ByLaws is to be made shall not be required to be given as to any proposed amendment thereof.

DATED: February 28th, 2001.

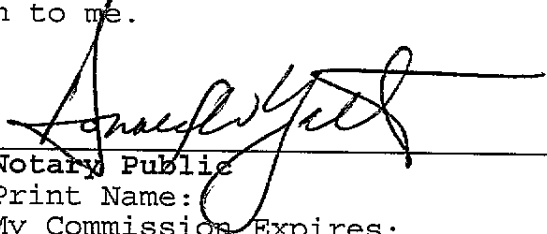
INCORPORATORS:


SUSAN K. DIFFATTE


GREG BAKER

STATE OF FLORIDA
COUNTY OF MANATEE

THE FOREGOING instrument was acknowledged before me on this
28th day of February, 2001, by SUSAN K. DIFFATTE and GREG
BAKER, who are personally known to me.

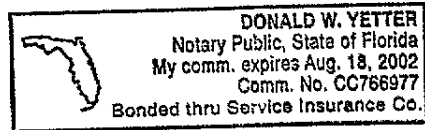


Notary Public

Print Name:

My Commission Expires:

My Commission Number:



DESIGNATION OF REGISTERED AGENT

PURSUANT to Chapter 607.164, Florida Statutes (1999), the following is submitted in compliance with said act: That STARDUSTERS WORKSHOP ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles Of Incorporation, in the County of ~~Manatee~~ ^{Sarasota}, State of Florida, has named SUSAN K. DIFFATTE, 875 Indian Beach Drive, Sarasota, Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

HAVING been named to accept service of process for STARDUSTERS WORKSHOP ENTERPRISES, INC., at the place designated in 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.

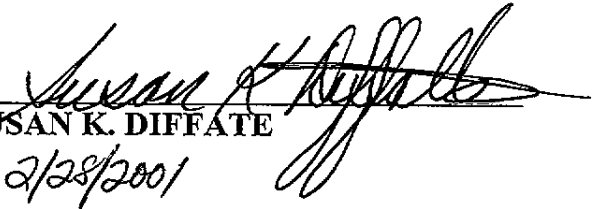
DATED: February 28th, 2001.

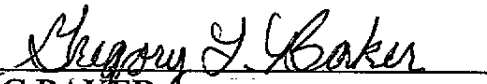
REGISTERED AGENT:


SUSAN K. DIFFATTE

CONSENT

The undersigned being all of the managers of Stardusters Workshop, L.C. hereby consent to the use of the name Stardusters Workshop Enterprises, Inc. for purposes of incorporating under the laws of the State of Florida.


SUSAN K. DIFFATE
2/28/2001


GREG BAKER
2/28/2001

I hereby certify that the above named individuals constitute all of the managers of Stardusters Workshop, L.C.


SUSAN K. DIFFATE
2/28/2001

APPROVED
AND
FILED
01 MAR -2 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA