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**O'BAKER**

**COMPANY**

*Accountants and Tax Consultants*

2250 Lucien Way, Suite 120 . Maitland, Florida 32751-7006 . Phone 407-339-1210 . Fax 407-339-4205

August 20, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Starcam, Inc.

FILED  
01 AUG 27 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Please return all correspondence concerning this matter to the following:

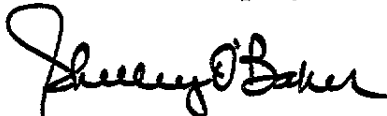
Shelley B. O'Baker  
O'Baker & Company  
2250 Lucien Way, Suite 120  
Maitland, Florida 32751

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-08/27/01--01097--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should you have any questions, please do not hesitate to call this office at 407-339-1210.

Very truly yours,

O'Baker & Company



Shelley B. O'Baker

Enclosures

**ARTICLES OF INCORPORATION  
OF  
STARCAM, INC.**

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**Article I - Name**

The name of the corporation is: **Starcam, Inc.**

**Article II - Duration**

This corporation shall exist perpetually.

**Article III - Purpose**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**Article IV - Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**Article V - 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 already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**Article VI - Initial Registered Office and Agent**

The street address and mailing address of the initial registered office of this corporation is: 754 Haddonstone Circle #102 Heathrow, Florida 32746-5526.

The name of the initial registered agent of this corporation at that address is:

Todd Mancini.

**Article VII - Initial Board of Directors**

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Todd Mancini, 754 Haddonstone Circle #102, Heathrow, Florida 32746-5526, Amy Mancini, 754 Haddonstone Circle #102, Heathrow, Florida 32746-5526, Christian N. Dian, 754 Haddonstone Circle #102, Heathrow, Florida 32746-5526 and David Rocco, 450 Bentley Street, Oviedo, Florida 32765.

**Article VIII - Incorporator**

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

Todd Mancini, 754 Haddonstone #102 Heathrow, Florida 32746-5526.

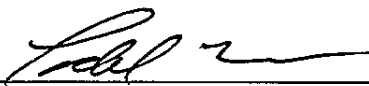
**Article IX - Initial Officer**

The names and addresses of the initial officers shall be: Todd Mancini, 754 Haddonstone Circle #102, Heathrow, Florida 32746-5526 - President, Christian N. Dian, 754 Haddonstone Circle #102, Heathrow, Florida 32746-5526 - Vice President, Amy Mancini, 754 Haddonstone Circle #102, Heathrow, Florida 32746-5526 - Secretary and David E. Rocco, 450 Bentley Street, Oviedo, Florida 32765 - Treasurer.

**Article X - By-Laws**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 10 day of August A.D., 2001.

A handwritten signature in cursive script, appearing to read "Todd Mancini", is written over a horizontal line.

Todd Mancini - Incorporator

STATE OF FLORIDA

COUNTY OF Orange :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Todd Mancini**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

Todd Mancini  
Todd Mancini  
Form I.D. FL DL  
I.D. # M525817713410  
Expiration 9-21-02

SWORN and SUBSCRIBED to before me this 10 day of August,  
A.D., 2001.

Shelley B. O'Baker  
Notary Public, State of Florida  
AT LARGE

My Commission Expires:  
(N.P. Seal)

SHELLEY B. O'BAKER  
Notary Public, State of Florida  
My comm. exp. June 6, 2004  
Comm. No. CC942798

State of Florida  
Department of State

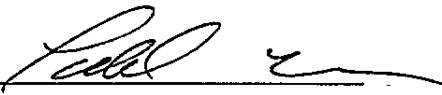
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

The following is submitted in compliance with Section  
48.091, Florida Statutes.

FILED  
01 AUG 27 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

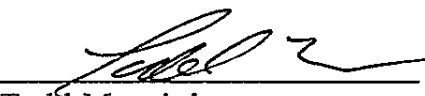
**Starcam, Inc.**, a corporation organized under the laws of the State of Florida,  
with its principal office at: 754 Haddonstone Circle #102, Heathrow, Florida  
32746-5526, has named **Todd Mancini**, at that address, as its Agent to accept  
service of process within this State.

**Starcam, Inc.**

BY:   
Todd Mancini  
Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated  
corporation, at the designated place in this certificate, I hereby agree to act in  
this capacity, and I further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

  
Todd Mancini  
Registered Agent