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Fax Number : (850)205-0381

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Account Number : I20010000207
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FLORIDA PROFIT CORPORATION OR P.A.
STARLAND INTERNATIONAL, INC

Certificate of Status	1
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FAX NO. : +954-3018447

FROM : GBS&GALLIUM



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 16, 2002

GBS CONSULTANTS

SUBJECT: STARLAND INC.
REF: W02000023892

We have received your document for STARLAND INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: E02000181438
Letter Number: 202A00048651

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

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
STARLAND INTERNATIONAL, INC**

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **STARLAND INTERNATIONAL, INC** (hereinafter, "Incorporated").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1290 Weston Road Suite 306 Weston, Florida 33326 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Maria A. Diaz
1290 Weston Rd. Suite 306
Weston, Fl.33326

ARTICLE 5 – OFFICERS

The Officers of the Corporation shall be:

President:	Freddy Jesus Oldenburg
Vice-President	Freddy Antonio Oldenburg
Vice-President	Miguel Enrique Oldenburg
Secretary:	Elina Flores de Oldenburg
Treasurer:	Frederik Oldenburg

Whose addresses shall be the same as the principal office of the Corporation.

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ARTICLES 6 – DIRECTOR(S)

The Director(s) of the Corporation shall be:
Freddy Jesus Oldenburg
Freddy Antonio Oldenburg
Miguel Enrique Oldenburg
Elina Flores de Oldenburg
Frederik Oldenburg

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share having the par value of One Dollar (\$1,00).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of its stock of any class, whether now or hereafter authorized or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term of conditions of redemption of the stock.

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ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Article of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is GBS Consultants, 1290 Weston Rd, Suite 306, Weston Fl. 33326. The name and address of the registered agent of this Corporation is GBS Consultants, 1290 Weston Rd, Suite 306, Weston Fl. 33326.

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ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 16 - STOCKHOLDERS

The name and address of the stockholder are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Amount</u>
Inversiones Frelin C.A.	Avenida Este 2, Edif. Salto Angel Local No 3. Caracas - Venezuela	510	\$510.00
Freddy Jesus Oldenburg	Colinas de Los Ruices Calle El Corozo Qta. Cachivache. Caracas- Venezuela	290	\$290.00
Elina Flores de Oldenburg	Colinas de Los Ruices Calle El Corozo Qta. Cachivache. Caracas- Venezuela	50	\$ 50.00
Freddy Antonio Oldenburg	Colinas de Los Ruices Calle El Corozo Qta. Cachivache. Caracas- Venezuela	50	\$ 50.00
Miguel Enrique Oldenburg	Colinas de Los Ruices Calle El Corozo Qta. Cachivache. Caracas- Venezuela	50	\$ 50.00
Frederik Oldenburg	Colinas de Los Ruices Calle El Corozo Qta. Cachivache. Caracas- Venezuela	50	\$ 50.00

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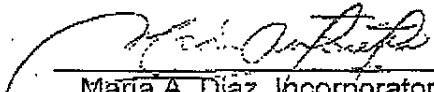
ARTICLE 17 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____




Maria A. Diaz, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

GBS Consultants, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

GBS Consultants



Maria A. Diaz, President
02 JUN 19 PM 4: 28
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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