

**Electronic Articles of Incorporation
For**

**P02000097453
FILED
September 10, 2002
Sec. Of State**

STARPOWER HOLDINGS INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
STARPOWER HOLDINGS INC.

Article II

The principal place of business address:
3460 NW 47TH AVENUE
COCONUT CREEK, FL. 33063

The mailing address of the corporation is:
3460 NW 47TH AVENUE
COCONUT CREEK, FL. 33063

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100000 @ .01 PAR VALUE

Article V

The name and Florida street address of the registered agent is:
ERIC S LEVINE
3460 NW 47TH AVENUE
COCONUT CREEK, FL. 33063

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ERIC S LEVINE

Article VI

The name and address of the incorporator is:

PAMELA F LEVINE
3460 NW 47TH AVENUE
COCONUT CREEK, FL 33063

Incorporator Signature: PAMELA F LEVINE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
PAMELA F LEVINE
3460 NW 47TH AVENUE
COCONUT CREEK, FL. 33063

Title: CEO
KENNETH SHENKMAN
3460 NW 47TH AVENUE
COCONUT CREEK, FL. 33063

Title: V
JUDITH SULT
3460 NW 47TH AVENUE
COCONUT CREEK, FL. 33063