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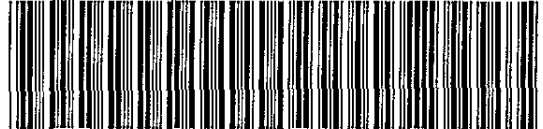
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1-2-03  
02 DEC 30 AM 11:41  
STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

1-2-03  
191

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\*BOARD CERTIFIED-REAL ESTATE

TELEPHONE (941) 332-3366  
FACSIMILE (941) 332-7082

November 21, 2002

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

RE: STAR LAUNCHER MODELING AND TALENT AGENCY, INC.

To Whom It May Concern:

Enclosed please find original and copy of Articles of Incorporation for filing, along with our check in the amount of \$78.75 to cover said filing fees and fee for certified copy thereof. We await return of the certified copy. Thanking you in advance for your help, I remain

Very truly yours,



Robert P. Henderson

/sb  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**STAR LAUNCHER MODELING AND TALENT AGENCY, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
02 DEC 30 AM 11:41

The undersigned hereby forms a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

**ARTICLE I**

The name of this corporation shall be STAR LAUNCHER MODELING AND TALENT AGENCY, INC.

**ARTICLE II**

This corporation is to have perpetual existence. The existence of this corporation shall commence upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

**ARTICLE III**

The purpose for which this corporation is organized is to conduct a modeling and talent agency business, and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

**ARTICLE IV**

The corporation is authorized to issue one class of common stock of 1,000 shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors. The following pre-emptive rights shall apply to the benefit of all stockholders of this corporation:

(A) In the event a stockholder owning stock in this corporation seeks to sell all or part of his stock, or has received an offer to purchase his stock, that stockholder shall first offer said stock for sale to the remaining stockholders.

(B) The purchase price for said stock shall be the sale price fixed by the selling stockholder, or the actual offer purchase price negotiated, whichever is less. In the event a shareholder fixes a selling price, but receives an offer to purchase at a lesser amount, the shareholder shall then offer his stock as provided in part (a) above to the remaining stockholders at a lesser amount.

(C) The selling shareholder shall advise all of the shareholders of his intention to sell, in writing, by certified mail. The remaining shareholders shall exercise their option hereunder within thirty (30) days of receipt of such notice by giving written notice by certified mail of their intention to purchase. Failure to give said notice shall be deemed to be consent to the sale of such stock by the selling stockholder.

(D) Those shareholders electing to purchase stock offered for sale under this part may purchase such portion of the shares offered as their stock ownership interest bears to the total stock ownership interest of all other stockholder who also elect to make such purchase under this part.

#### ARTICLE V

This corporation reserves the right to redeem all or such portion of its issued and outstanding stock as the Board of Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

#### ARTICLE VI

The initial principal office of the corporation will be located at 7034 Overlook, Fort Myers, Florida 33919.

#### ARTICLE VII

The street address of the initial registered office of this corporation is 637 Chevy Chase Street, Port Charlotte, Florida 33948, and the name of the initial Registered Agent of this corporation shall be SCOTT M. HUSE.

#### ARTICLE VIII

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The names and addresses of the directors of this corporation are:

ROGER W. PATCH, JR.  
7034 Overlook  
Fort Myers, FL 33919

SCOTT M. HUSE  
637 Chevy Chase Street  
Port Charlotte, FL 33948

**ARTICLE IX**

The names and addresses of the persons signing these Articles of Incorporation are:

ROGER W. PATCH, JR.  
7034 Overlook  
Fort Myers, FL 33919

SCOTT M. HUSE  
637 Chevy Chase Street  
Port Charlotte, FL 33948

**ARTICLE X**

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

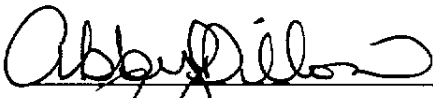
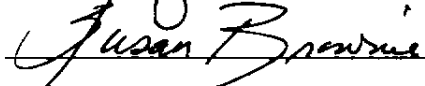
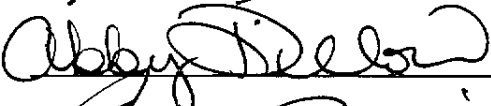
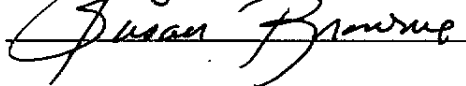
**ARTICLE XI**

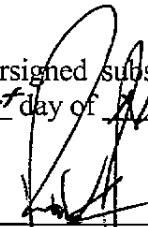
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the stockholders.

**ARTICLE XII**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation at Fort Myers, Florida, this 21<sup>st</sup> day of Nov, 2002.

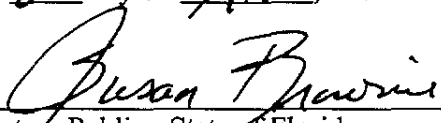
  
\_\_\_\_\_  
ROGER W. PATCH, JR.

  
\_\_\_\_\_  
SCOTT M. HUSE

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared ROGER W. PATCH, JR., who produced his Florida drivers license, as identification/or who is personally known to me, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 21<sup>st</sup> day of Nov., 2002.

  
\_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires:

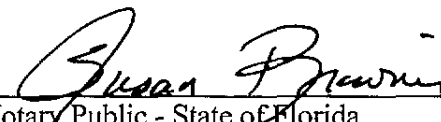


Susan Brownie  
Commission # DD 068547  
Expires Dec. 2, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared SCOTT M. HUSE, who produced his Florida drivers license, as identification/or who is personally known to me, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 21<sup>st</sup> day of Nov., 2002.

  
\_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires:



Susan Brownie  
Commission # DD 068547  
Expires Dec. 2, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMED AGENT UPON WHOM PROCESS MAY BE  
SERVED

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT STAR LAUNCHER MODELING AND TALENT AGENCY, INC.,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IS AT 7034 Overlook, Fort Myers,  
Florida 33919, HAS NAMED SCOTT M. HUSE, LOCATED AT 637 Chevy Chase Street, Port  
Charlotte, Florida 33948, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
\_\_\_\_\_  
ROGER W. PATCH, JR.

DATED: 11-21, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED 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.

SIGNATURE: \_\_\_\_\_

  
SCOTT M. HUSE (Resident Agent)

DATED: 11/21, 2002

FILED  
CLERK OF STATE  
OFFICE OF CORPORATIONS  
02 DEC 30 AM 11:41