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ACCOUNTANTS & CONSULTANTS
A PROFESSIONAL ASSOCIATION

Reply to:

P.O. Box 22023 Tampa, FL 33622-2023

February 18, 2003

Division of Corporations P.O. Box 6327 Tallahassee, Fl 32314

Re: Netstar-USA, Corp

Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$70.00 to cover filing fees.

After filing, please forward copy of filed Articles of Incorporation to the undersigned at the address shown above.

Sincerely,

Robert L. Singer

Senior Associate

enc.

Florida (813) 248-3001 Fax: (813) 247-4115 California (661) 946-4142 Fax: (661) 946-8403 Oreal Britain Tel/Fax: 011-44-(0)208-591-7373 Tel/Fax: 011-44-(0)1638-751794

ARTICLES OF INCORPORATION NETSTAR-USA.

FILED 03 FEB 20 AM 8: 30

SECRETARY OF STATE The undersigned, for the purpose of forming a corporation.

ARTICLE ONE NAME

The name of the Corporation is Netstar-USA, Corp., 2212 E.4th Avenue, Tampa, FL 33605.

ARTICLE TWO DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, communications.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 100 all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 E. 4th Avenue, Tampa, FL 33605 and the name of the initial registered agent at such address is Robert L. Singer.

ARTICLE SEVEN DIRECTORS/OFFICERS

The name and address of the President of the Corporation is:

Name:

Address:

John W. Stephan

2212 E. 4th Avenue Tampa, FL 33605

ARTICLE EIGHT INCORPORATORS

The name and address of the incorporator is:

Name:

Address:

Robert L. Singer

2212 E. 4th Avenue Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name on this 18th day of February, 2003.

Incorporator

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

On this 18TH day of February, 2003 before me, the undersigned, personally appeared Robert L. Singer, known to me, to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official

OFFICIAL NOTARY SEAL FRANCES L COSTANTINO

COMMISSION NUMBER

DD083776

MY COMMISSION EXPIRES

JAN. 30,2006

Votary S

State of Florid

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First that Netstar-USA, Corp., 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 Hillsborough, State of Florida, has named Robert L. Singer, 2212 E. 4th Avenue, Tampa, Florida 33605 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE;

Having been named to accept service of process for the above named Corporation, at 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.

Robert L. Singer