

**Electronic Articles of Incorporation
For**

**P03000142373
FILED
December 01, 2003
Sec. Of State**

BRIGHTSTAR AMERICA CORPORATION

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:

BRIGHTSTAR AMERICA CORPORATION

Article II

The principal place of business address:

210 PLEASANT STREET
FORT WALTON BEACH, FL. US 32548

The mailing address of the corporation is:

210 PLEASANT STREET
FORT WALTON BEACH, FL. US 32548

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:

1500

Article V

The name and Florida street address of the registered agent is:

TOMMY S MARBERRY
210 PLEASANT STREET
FORT WALTON BEACH, FL. 32548

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

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Registered Agent Signature: TOMMY S. MARBERRY

Article VI

The name and address of the incorporator is:

TOMMY S. MARBERRY
210 PLEASANT STREET
FORT WALTON BEACH, FL
32548 US

Incorporator Signature: TOMMY MARBERRY

Article VII

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

Title: P
TOMMY S MARBERRY
210 PLEASANT STREET
FORT WALTON BEACH, FL. 32548 US

Title: VP
SHARA D MARBERRY
210 PLEASANT STREET
FORT WALTON BEACH, FL. 32548 US

Article VIII

The effective date for this corporation shall be:

01/01/2004