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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 535366 7427302

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : March 31, 2004

ORDER TIME : 3:50 PM

ORDER NO. : 535366-005

CUSTOMER NO: 7427302

CUSTOMER: Ms. Alexis Burgos
Ms. Alexis Burgos

Suite 271
2457a S. Hiawassee Road
Orlando, FL 32835

DOMESTIC FILING

NAME: STARGRADE INDUSTRIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

STARGRADE INDUSTRIES, INC.

The undersigned incorporation of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE.

The name of this corporation is Stargrade Industries, Inc. and its principal office is located at 5336 Old Winter Garden Rd - Unit #7 Orlando, FL 32811.

ARTICLE II. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debenture notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time in 1000 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. ADDRESS OF INITIAL PRINCIPAL OFFICE AND NAME OF REGISTERED AGENT.

The street address of the principal office of this corporation in the State of Florida is 5336 Old Winter Garden Rd Unit #7 Orlando, FL 32811. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of the corporation is Alexis Burgos whose business address is 5336 Old Winter Garden Rd Unit #7 Orlando, FL 32811.

ARTICLE VI. DIRECTORS.

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLES VII. INITIAL DIRECTORS,

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Alexis Burgos	5336 Old Winter Garden Rd. Unit #7 Orlando, FL 32811

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED the 26 day of March 2004.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporation

Alexis Burgos
Alexis Burgos

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Alexis Burgos, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledge before me that he executed the same for the uses and purposes therein expressed. That he is personally known to me or produced FL Dr. Lic. as identification.

WITNESS my hand and official seal in the State and County named above this 26 day of March, 2004.

Rosa Maria Perez-Pantoja
Notary Public



Rosa Maria Perez-Pantoja
MY COMMISSION # DD167947 EXPIRES
November 30, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

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ACCEPTANCE BY REGISTERED AGENT

Alexis Burgos, having been named as the Registered Agent in the foregoing Articles of Incorporation of Stargrade Industries, Inc. to accept service of process for the corporation at 5336 Old Winter Garden Rd. Unit #7 Orlando, FL 32811 hereby agrees to act as Registered Agent and comply with the laws of the State of Florida relative to such position.

Alexis Burgos
Registered Agent