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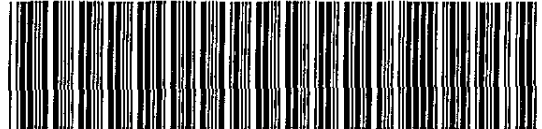
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FILE  
TALLAHASSEE, FLORIDA

05 JUN 16 AM 8:33

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6/17/05  
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**REBECCA J. DEL MEDICO, ESQ.**  
**6281 FLORIDIAN CIRCLE**  
**LAKE WORTH, FLORIDA 33463**  
**(561) 964-6622**  
**Fax: (561) 964-1615**

June 14, 2005

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: MEDIA STAR ENTERTAINMENT GROUP, INC.**

Dear Sir or Madam:

Please find enclosed an original and copy of Articles of Incorporation for **MEDIA STAR ENTERTAINMENT GROUP, INC.** Please file the original and provide us with a certified copy.

We have enclosed a check, payable to the Department of State in the amount of \$78.75 to cover the filing and certified copy fees.

If you have any questions regarding the enclosed, please contact our office.  
Thank you.

Sincerely,

  
Rebecca J. Del Medico

**ARTICLES OF INCORPORATION  
OF  
MEDIA STAR ENTERTAINMENT GROUP, INC.**

05 JUN 16 AM 8:33

**Article I Name**

The name of this corporation is Media Star Entertainment Group, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article II Principal Address**

246 SW 6<sup>th</sup> Street  
Boca Raton, Florida 33432

**Article III Commencement**

This corporation shall commence on the date of the filing of these Articles.

**Article IV Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article V Capital Stock**

This corporation is authorized to issue 100 shares of \$.0001 par value, common stock.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 6281 Floridian Circle, Lake Worth, Florida 33463 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 6281 Floridian Circle, Lake Worth, Florida 33463.

**Article VII Board of Directors**

The number of directors shall be established at one and John D'Orio shall be the initial director.

**Article VIII - Incorporator**

The name and address of the person signing these articles is:

Rebecca J. Del Medico  
6281 Floridian Circle  
Lake Worth, Florida 33463

**Article IX - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

**Article X - Indemnification**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

**Article XI - Amendment**

The 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 shareholders is subject to this reservation.

**Article XII - Affiliated Transactions**

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

**Article XIII - Control-Share Acquisitions**

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

**Article XIV - Preemptive Rights**

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14th day of June 2005.

  
Rebecca J. Del Medico, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST-THAT **MEDIA STAR ENTERTAINMENT GROUP, INC.**  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF  
BOCA RATON, STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESQ. (CITY)  
(STATE) (REGISTERED AGENT)

LOCATED AT 6281 Floridian Circle CITY OF LAKE WORTH, STATE OF FLORIDA, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Rebecca J. Del Medico  
Rebecca J. Del Medico

TITLE: Incorporator

DATE: June 14, 2005

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: Rebecca J. Del Medico  
Rebecca J. Del Medico, Registered Agent

DATE: June 14, 2005