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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 SEP 14 P 3:12

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TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Starlight, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: *WC* *9/14* *9:00*

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 16, 2005

CAPITAL CONNECTION, INC.

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

SUBJECT: STARLIGHT, INC.
Ref. Number: W05000043048

We have received your document for STARLIGHT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 705A00057162

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
SEP 16 PM 12:39
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STARLIGHT INTERNATIONAL, INC.

2005 SEP 14 P 3:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: STARLIGHT INTERNATIONAL, INC.
The initial principal place of business of this corporation shall be 9405 Fountain Blue Blvd. # 202, Miami, FL 33172.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State.

ARTICLE III. CAPITAL STOCK

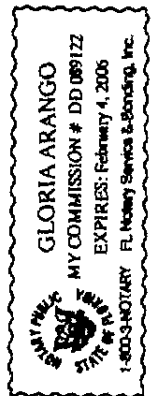
The initial number of shares of stock that this corporation is authorized to have outstanding at any one time 1000 shares of common stock having a par value of \$1.00 each.

ARTICLE IV. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent's office address shall be located at 150 W. Flagler St. PH II, Ste. 2900, Miami, FL 33130, and the name of the initial registered agent of the corporation is Victor A. Careaga, Esq., whose address is c/o 150 W. Flagler St., PH II, Ste 2900, Miami, FL 33130.

ARTICLE V. TERMS OF EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.



ARTICLE VI. SPECIAL PROVISIONS

It is the intent of the incorporator(s) that the corporation will qualify as an corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are, and their titles are:

Sergio M. Santos	President, V.P., Secretary & Treasurer
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ARTICLE VIII. DIRECTORS

This corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE IX. INCORPORATORS

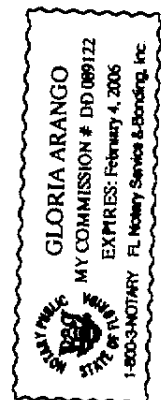
The name and street address of the incorporator(s) to these Articles of Incorporation is(are):

Sergio M. Santos
9405 Fountain Blue Blvd. # 202,
Miami, FL 33172.

ARTICLE X. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, are as follows:

Sergio M. Santos
9405 Fountain Blue Blvd. # 202,
Miami, FL 33172.



ARTICLE XI. STOCKHOLDERS' MEETING(S)

The time and place of the annual stockholder's meeting shall be fixed and prescribed for in the bylaws and notice of same shall be given in one of the methods within or without the State. Any stockholder may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE XII. OFFICERS

The officers of this corporation shall be a President, Vice-President, and such other officers and agents as may be necessary. All Officers and Agents, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the bylaws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner or as hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

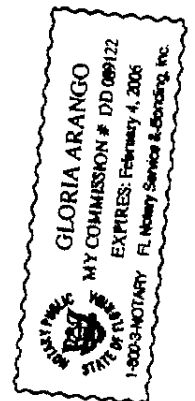
ARTICLE XIII. POWERS

This corporation shall have the following powers:

A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.



D. To lend money and use credit to assist the officers and employees in accordance with Florida Statute 607.141.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associate partnerships, or individuals, or direct or indirect obligations of the United States or of any other Government, State, Territory, Governmental District, or Municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

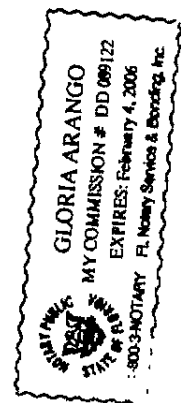
G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payments of the funds so loaned or invested.

H. To conduct its business, carry on the operations and have offices and exercise the powers granted by Florida Statutes 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the bylaws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare of for charitable, scientific, or for educational purposes.



L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers and employees of its subsidiaries.

N. To act as counsel, agent, promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect the purposes of this corporation.

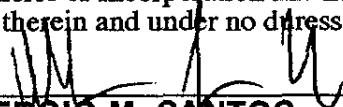
IN WITNESS WHEREOF, the undersigned I/We(have)(has) hereunto set their(his) hand(s) and seal(s) this 10 day of Sep, 2005.



SERGIO M. SANTOS Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)ss


BEFORE ME, the undersigned authority appeared the above-named individual , who has acknowledged the foregoing Articles of Incorporation and have signed and executed same for the purposes set forth therein and under no duress and/or undue influence.



SERGIO M. SANTOS

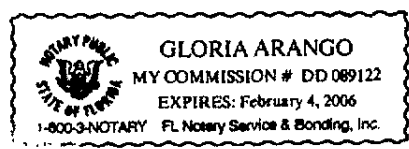
Produced Identification DL # 5532793663660

SWORN AND SUBSCRIBED before me this 10 day of Sep, 2005.



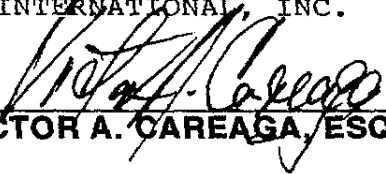
NOTARY PUBLIC, State of Florida At Large

My commission expires



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I **HEREBY** am familiar with and accept the duties and responsibilities as Registered Agent for **STARLIGHT INTERNATIONAL, INC.**



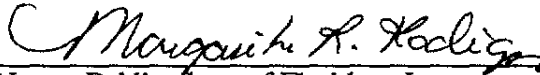
VICTOR A. CAREAGA, ESQ.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Victor A. Careaga who, after being duly sworn say that they have read the foregoing designation and have signed and executed the same for the purposes set forth therein.

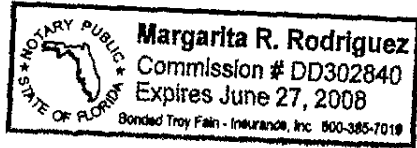
SWORN AND SUBSCRIBED before me by this 12 day of September, 2005.

Produced Identification _____
Personally known X



Notary Public, State of Florida at Large

My commission expires:



FILED
2005 SEP 14 P 3 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA