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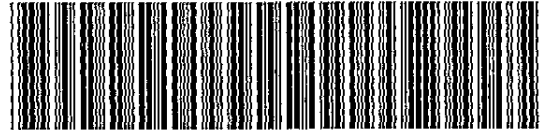
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: StarMASTER ENTERTAINMENT CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Donald J. E. Miller, Jr.
Name (Printed or typed)

6509 Sequest Ct
Address

Tampa, FL 33625
City, State & Zip

813-962-3294
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
STARMASTER ENTERTAINMENT CORPORATION

WE, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE ONE - NAME OF CORPORATION

The name of the corporation shall be --
STARMASTER ENTERTAINMENT CORPORATION

ARTICLE TWO - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is GENERAL POWERS, and any other activities or business permitted under the laws of the United States the State of Florida and all other countries.

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 kind, class, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

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, licenses, in the State of Florida, and all other states and countries.

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

To purchase 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 privileges of ownership, including the right to vote such stock.

ARTICLE THREE - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is TWENTY MILLION SHARES (20,000,000) COMMON STOCK AT \$5.00 PAR VALUE.

ARTICLE FOUR - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than ONE HUNDRED (\$100.00) DOLLARS.

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ARTICLE FIVE - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE SIX - PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of this corporation is 6509 Secrest Court, Tampa, Hillsborough County, Florida. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, United States or any other country.

ARTICLE SEVEN - 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.

ARTICLE EIGHT - BOARD OF DIRECTORS/OFFICERS

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

DONALD J. E. MILLER, JR./- PRESIDENT/SECRETARY/TREASURER
6509 Secrest Court
Tampa, Florida 33625

ARTICLE NINE - SUBSCRIBERS

The name(s) and street address(es) of the subscriber(s) of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of consideration therefore are:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
DONALD J. E. MILLER, JR. 6509 Secrest Court Tampa, Florida 33625	10,000,000	\$5.00/Share

ARTICLE TEN - REGISTERED AGENT

The initial designation of the registered office of this Corporation shall be: 6509 Secrest Court, Tampa, Hillsborough County, Florida 33625. The name of the Registered Agent at that address is DONALD J. E. MILLER, JR.

Pursuant to Florida Statutes, Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Donald J. E. Miller Jr.
DONALD J. E. MILLER, JR.
REGISTERED AGENT

ARTICLE ELEVEN - 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 the Stockholder's 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 of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We, the Subscribers above named have hereunto set our hands and seals this.

Donald J. E. Miller, Jr.
DONALD J. E. MILLER, JR.

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