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DIVISION OF CORPORATION

1-19-95 Janet

Comprehensive Business

Requestor's Name

10651 North Kendall

Address

Miami FL 33176

City State ZIP Phone

273-8588

VALIDATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

STARGATE Collections, Inc.

FILED
95 JAN 23 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EMPIRE Toll Free: 1-800-432-3028

(X) Profit
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( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of Registered Agent

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COMPREHENSIVE®
BUSINESS SERVICES

SILVIO CORTEZ

10651 North Kendall Drive, Suite #201, Miami, FL 33176 FAX (305) 273-8533 Phone (305) 273-8588

January 19, 1995

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

FILED
1995 JAN 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: STARGATE COLLECTIONS, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of $122.50 to cover the following charges: Designation of Registered Agent ($35.00); Filing Fee ($35.00); and Certified Copy ($52.50).

FROM:

SILVIO CORTEZ
10651 NORTH KENDALL DR. SUITE 201
MIAMI, FL. 33176

Sincerely Yours,

SILVIO CORTEZ

ARTICLES OF INCORPORATION

OF

STARGATE COLLECTIONS, INC.

FILED
1995 JAN 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is STARGATE COLLECTIONS, INC.

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

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

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is One Thousand (1000), all of which shall be common shares having a par value of One Dollar ($1.00) per share.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The street address of the initial registered office of the Corporation is:

4004 Aurora Street. Suite A.
Coral Gables, Florida 33146

The name of the registered agent of such address is:

Angel G. Duran

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

4004 Aurora Street. Suite A.
Coral Gables, Florida 33146

ARTICLE VIII

The initial Board of Directors of the Corporation shall be Two (2) directors. The number of directors may be increased or diminished from time to time in accordance with the bylaws adopted by the shareholders.

ARTICLE IX

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are :

Angel G. Duran
4004 Aurora Street. Suite A.
Coral Gables, Florida 33146

Lorenzo R. Bennasar
4004 Aurora Street.
Coral Gables, Florida 33146

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Angel G. Duran 4004 Aurora Street. Suite A. Coral Gables, Florida 33146	President, Secretary
Lorenzo R. Bennasar 4004 Aurora Street. Coral Gables, Florida 33146	VicePresident,Treasurer

ARTICLE XI

The name and address of the sole incorporator of this Corporation is:

Angel G. Duran
4004 Aurora Street. Suite A.
Coral Gables, Florida 33146

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Angel G. Duran 4004 Aurora Street. Suite A. Coral Gables, Florida 33146	50% or 500 Shares
Lorenzo R. Bennasar 4004 Aurora Street. Coral Gables, Florida 33146	50% or 500 Shares

ARTICLE XIII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of January 1995.

Signature: [signature]
ANGEL G. DURAN

Sworn to and subscribed before me this 19th day of January 19 95.
by: Angel G. Duran
Janet W. Cortez
Signature of Notary Public
Janet W. Cortez
Notary's Name, Printed, Stamped or Typed
Personally Known: X or Produced ID___
Type of ID produced___

JANET W. CORTEZ
Notary Public, State of Florida
My Commission Expires April 8, 1997
Commission No. CC 275489

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

   STARGATE COLLECTIONS, INC.

2. The name and address of the registered agent are:

   Angel G. Duran
   4004 Aurora Street. Suite A.
   Coral Gables, Florida 33146

SIGNATURE: [signature]

TITLE: PRESIDENT

DATE: 1-19-95

FILED
1995 JAN 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE: [signature]

DATE: 1-19-95