

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE (_____) _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PA500007019

W900001069
0011570001
00600

JAN 26 1995 BSB

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____

DATE _____

TIME _____

CK No. _____

BY *De*

WALK-IN
 Will Pick Up *1:26* *11:00*

RE: Telstar International, Inc

Capital Expenses

Art of Incorporation

Corp. Record Search

Ltr. Partnership File

Foreign Corp. File

(In Cr. Copy(s))

Art of Amend. File

Dissolution/Withdrawal

C U S

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s _____ Copies _____

Courier Service _____

Shipping/Handling

Phone () _____

Top Priority _____

Express Mail Prep _____

FAX () _____ pgs. _____

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 JAN 26 PM 2 19
DIVISION OF CORPORATIONS

January 26, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: TELSTAR INTERNATIONAL, INC.
Ref. Number: W95000001869

We have received your document for TELSTAR INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 195A00003357

*The reservation by
R.A. Pace is the
same person in the
articles as R.A. Pace
Call with any
questions
Julia*

FILED

25 JAN 26 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TELSTAR INTERNATIONAL, INC.

The undersigned, acting as the Incorporator of a Corporation organized under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be:

TELSTAR INTERNATIONAL, INC.

The principal place of business of this corporation shall be:

2101 N Andrews Ave, Ft. Lauderdale, Fl 33311

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each share having a par value of ONE DOLLAR PER SHARE (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - CAPITAL

The amount of capital with which the corporation will begin business will be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation shall be:

1330 Silverado, N Lauderdale, Fl 33068

and the name of the initial registered agent of this Corporation at that address is:

Edward Wong

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one Directors and Officer initially. The number of Directors and Officers may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial Directors and Officers of this Corporation are:

1. R.A. Pace
3682 NW 52 Street, Ft. Lauderdale, Fl 33309
Director/CEO
2. Edward Wong
1330 Silverado, N Lauderdale, Fl 33068
Director/President

ARTICLE VIII - INCORPORATORS

The name and street address of the subscriber to these Articles of Incorporation is:

Edward Wong
1330 Silverado, N Lauderdale, Fl 33368

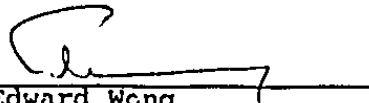
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to full extent permitted by law.

ARTICLE X - AMENDMENT

This 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.


IN WITNESS WHEREFORE, the undersigned subscriber has executed these Articles of Incorporation, on this day :
DATE

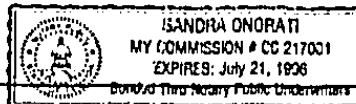

Edward Wong
Incorporator

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in and for the State and County set forth above, personally appeared Edward Wong known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledge before me that they executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this day: January 24, 1995


NOTARY PUBLIC,
State of Florida, at Large
My Commission Expires



FILED

JAN 26 PM 2:30

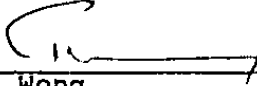
CERTIFICATE DESIGNATING AGENT

F.S. 607.325

BE IT KNOWN THAT:

TELSTAR INTERNATIONAL, INC. Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, has named Edward Wong whose address is 1330 Silverado, N Lauderdale, Fl 33068 as its agent to accept Service of Process within Florida.

DATED on this day: January 24, 1995



Edward Wong
President

ACCEPTANCE

Having been named to accept Service of Process for TELSTAR INTERNATIONAL, INC. 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, and I accept the duties and obligations of section 607.325 Florida Statutes.

DATED on this day: January 24, 1995



Edward Wong
Registered Agent