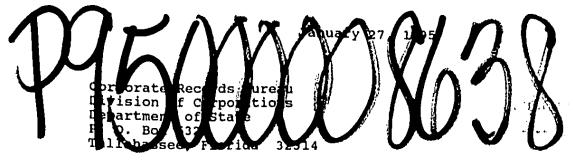
GILEM & ROBINSON, P. A. ATTORNEYS AT LAW

390 N OHANGE AVENUE BUITE BOO P O BOX 2831 ORLANDO, FLORIDA 32802

TELEPHONE (407) 425-3591 FACSIMILE (407) ((4) 8171



Re: Stargate Holdings, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$122.50 to cover the following costs:

| <u>Item</u> | Amount |
|--|--------------------------------|
| Filing Fee Certificate of Registered Agent Certified Copy of Charter | 35.00 35.00 <u>52.50</u> |
| Total | \$122.50 |

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.

Edwin L. Williamson

ELW/ab enclosures

FILED

95 JAN 30 At 9 18

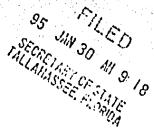
SECRETA SELECTIONS

TALLAS ASSESS TRAINS

ARTICLES OF INCORPORATION

OF

STARGATE HOLDINGS, INC.



The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I Name

The name of this corporation is: STARGATE HOLDINGS, INC.

ARTICLE II Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 435 Douglas Avenue, Ste. 1505H, Altamonte Springs, FL 32714 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Al Mair. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 435 Douglas Avenue, Ste. 1505H, Altamonte Springs, FL 32714.

ARTICLE VII Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal flom office or death:

<u>Name</u>

<u>Address</u>

Dominic Macrina, III

8100 SW 93rd Avenue Miami, FL 33173

ARTICLE IX Incorporator

The name and street address of the incorporator is:

<u>Name</u>

Address

Edwin L. Williamson

301 Sabal Park Place, #203 Longwood, Florida 32779

ARTICLE X Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator(s) Incorporation this 27 day of

executed these Articles of

14.11.11.11. 1994.

Edwin L. Williamson, Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That Stargate Holdings, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Altamonte Springs, State of Florida, has named Al Mair located at 435 Douglas Avenue, Ste. 1505H, City of Altamonte Springs, State of F orida as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.

Edwin L. Williamson, Incorporator

Dated: MANUAM DA

Having been named to accept service of process for the abovestated 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.

Al Mair, Registered Agent

Dated: 1-27-95