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GENERAL TRIAL PRACTICE

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P95000012511

February 6, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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02/14/95--01014--0002
***122.50 ***122.50

Re: STARDUST COMMUNICATIONS, INC.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named new corporation for filing with the State of Florida. Also enclosed is my check in the amount of \$122.50 for the filing fee.

Please file the Articles and return the certificate and a certified copy of the Articles to me at your earliest convenience.

Sincerely,

RICHARD C. PEPER, JR.

RCPjr/lls
Enclosures
cc: Douglas Cooke

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ARTICLES OF INCORPORATION
of
STARDUST COMMUNICATIONS, INC.

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ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation is:

STARDUST COMMUNICATIONS, INC.

The principal office and mailing address for this corporation shall be:

10851 Lippizan Drive
Jacksonville, Florida 32257

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business in the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3020 Hartley Road, Suite 350, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at that address is RICHARD C. PEPER, JR.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

RICHARD C. PEPER, JR.
3020 Hartley Road, Suite 350
Jacksonville, Florida 32257

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE IX
INITIAL ISSUE AND TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Douglas K. Cooke	100 Shares
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ARTICLE X
OFFICERS

The name and post office address of the officer of this corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed and have qualified is as follows:

PRESIDENT:	Douglas K. Cooke
	10851 Lippizan Drive
	Jacksonville, Florida 32257

SECRETARY/ TREASURER:	Douglas K. Cooke
	10851 Lippizan Drive
	Jacksonville, Florida 32257

ARTICLE XI
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

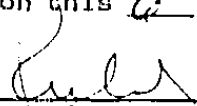
ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of February, 1995.

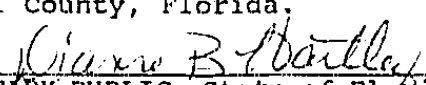


RICHARD C. PEPER, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD C. PEPER, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal this 6 day of February, 1995, at Jacksonville, Duval County, Florida.



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

DIANNE B. HARTLEY
Notary Public, State of Florida
My Comm. expires Dec. 22, 1995
Comm. No. CC159880

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

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

First, that STARDUST COMMUNICATIONS, INC., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation at City of
Jacksonville, County of Duval and State of Florida, has named
RICHARD C. PEPER, JR., located at 3020 Hartley Road, Suite 350,
Jacksonville, Florida 32257, as its agent to accept service of
process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping said
office open.



RICHARD C. PEPER, JR.

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