

**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 \$ \_\_\_\_\_

RE: Stargate Entertainment  
Inc.

	C.C. FEE.	DISBURSED
Capital Corp.		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	30.00	1.29
Annual Report/Reinstatement	03/15/95 - 01023-002	
Reg. Agent Service	****20.00	****20.00
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 AnnumTHANK YOU  
from  
Your Capital Connection

BSB

MAR 15 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAKWALK-IN  
Will Pick Up 3:15 11.00

FILED

95 MAR 15 AM 8:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
STARGATE ENTERTAINMENT, INC.**

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE ONE - NAME**

The name of the corporation is:

**STARGATE ENTERTAINMENT, INC.**

**ARTICLE TWO - TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE THREE - NATURE OF BUSINESS**

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

**ARTICLE FOUR - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of \$1.00 par value, common stock.

#### **ARTICLE FIVE - INITIAL CAPITAL**

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

#### **ARTICLE SIX - ADDRESS**

The initial address of the principal office of this corporation is: 1001 S. BAYSHORE DR. SUITE 2706, MIAMI, FLORIDA, 33131.

#### **ARTICLE SEVEN - DIRECTORS**

The number of Directors constituting the initial Board of Directors of this corporation shall be One (1). The number of Directors may either be increased or decreased as provided in the Bylaws. The name and address of the initial Director of this corporation is:

MARK E. FRIED  
BRICKELL BAY OFFICE TOWER  
1001 S. Bayshore Dr. # 2706  
Miami, Florida 33131

#### **ARTICLE EIGHT - INCORPORATOR**

The name and address of the person subscribing to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARK E. FRIED	Brickell Bay Office Tower 1001 S. Bayshore Drive #2706 Miami, Florida 33131

#### **ARTICLE NINE - REGISTERED AGENT**

The name and address of the Registered Agent for service of process of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARK E. FRIED	Brickell Bay Office Tower 1001 S. Bayshore Drive, # 2706 Miami, Florida 33131

**ARTICLE TEN**

These Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida. This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

**ARTICLE ELEVEN - AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on this 10th day of March, 1995.

  
As Incorporator

  
As Registered Agent

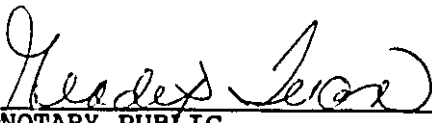
STATE OF FLORIDA       )

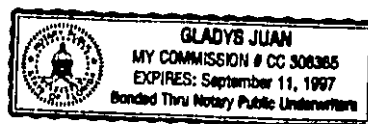
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared, MARK E. FRIED, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of **STARGATE ENTERTAINMENT, INC.**, and he acknowledged before me that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 10<sup>th</sup> day of March, 1995.

My commission expires:

  
NOTARY PUBLIC  
State of Florida at Large



FILED  
95 MAR 15 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

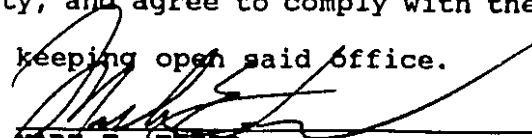
**CERTIFICATE OF REGISTERED AGENT  
OF  
STARGATE ENTERTAINMENT, INC.**

In pursuant of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That **STARGATE ENTERTAINMENT, INC.** is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, and has named **MARK E. FRIED**, Brickell Bay Office Tower, 1001 S. Bayshore Dr. # 2706, Miami, Florida 33131 as its Registered Agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

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 open said office.

  
**MARK E. FRIED**