

P45000027086

((H9500000387H)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

MIAMI BEACH FL 33140-0000

CONTACT: JOSEPH MATA
PHONE: (305) 538-9091
FAX: (305) 538-8994

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: STARGATE COMMUNICATIONS, INC.

FAX AUDIT NUMBER: H9500000387H
DATE REQUESTED: 04/05/1995
CERTIFIED COPIES: 0
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TIME REQUESTED: 10:36:55

CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 075114001215

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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

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55 APR -5 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04/05/1995 10:36:55

05 APR -5 PM 1:03

04/05/1995 10:36:55



FLORIDA DEPARTMENT OF STATE
Sandra B. Mathiam
Secretary of State

FILED
95 APR -5 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 1995

JOSEPH MATA
CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE.
MIAMI BEACH, FL 33140

The name STARGATE COMMUNICATIONS, INC. has been reserved for 120 days beginning March 22, 1995. The reservation number is R95000001231 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brimbley

Letter number: 995AD0012782

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95000003878

**Articles of Incorporation
of
Stargate Communications, Inc.**

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95 MAR -5 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Stargate Communications, Inc.

Article II. Address

The mailing address of the Corporation is:

Stargate Communications, Inc.
2357 Sunderland Avenue
West Palm Beach, FL 33414-7776

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

V. James Zonga, Esq.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 5, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on April 5, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-8091

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Stargate Communications, Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 IGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

Joseph P. Mata
Johnny C. Rodriguez, Vice President
By: Joseph P. Mata as Attorney in Fact

Date: April 5, 1995

95 APR -5 PM 3:02
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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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02/08/97

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1/22/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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11:47 AM

((H97000001221 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

ACCT#: 076117000420

CONTACT: MARY BLACKFORD CHERRY

PHONE: (407)650-0728

FAX #: (407)655-5677

NAME: STARGATE COMMUNICATIONS, INC.

AUDIT NUMBER.....H97000001221

DOC TYPE.... REGISTERED AGENT CHANGE

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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97 FEB -6 AM 8:59
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1997

STARGATE COMMUNICATIONS, INC.
1401 FORUM WAY
STE. 302
WEST PALM BEACH, FL 33401US

SUBJECT: STARGATE COMMUNICATIONS, INC.
REF: P95000027086

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: E97000001221
Letter Number: 497A00003379

02/06/97 THU 10:36 FAX 561 655 6677

GUNSTER

001

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (561) 655-1980
TELECOPY (561) 655-3677

OTHER OFFICES IN:
MIAMI, FL (305) 376-6000
FT. LAUDERDALE, FL (954) 462 1000
PALM BEACH, FL (561) 655-1980
STUART, FL (561) 288-1980
TALLAHASSEE, FL (904) 222-6660
VERO BEACH, FL (561) 234-1040

FAX TRANSMITTAL FORM

DATE: February 6, 1997

TO: Steven Harris
FIRM: Florida Department of State
CITY, STATE: Tallahassee, Florida
FAX #: (904) 922-4001
PHONE #: (904) 487-6055

FROM: A. Dawn Massarelli, Legal Asst.

PHONE #: (561) 650-0556

ORIGINAL FOLLOWS: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE)..... **4**
PLANNED CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED

MESSAGE:

Per our phone conference this afternoon, I have added the fax audit number and the preparer's information to the Statement of Change of Registered Agent for Stargate Communications, Inc. and have attached it for recording.

Thanks for your assistance and call me if there are any problems.

CONFIDENTIALITY NOTE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS LEGALLY PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE LISTED ADDRESS VIA THE U.S. POSTAL SERVICE. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES INVOLVED. THANK YOU.

CLIENT/MATTER#: 17487.9000

Florida Department of State, Secretary of State
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Stargate Communications, Inc.
2. The Date of Incorporation is April 5, 1995, with assigned Document number P95000027086.
3. The name and address of the current registered agent and office is as follows:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, Florida 33418

4. The name and address of the new registered agent and office is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

DATE: Nov. 4, 1996

STAR GATE COMMUNICATIONS, INC.

By: 

V. Zanga
President

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATE: Jan. 22, 1997

VALDES-FAULI CORPORATE SERVICES, INC.

By: 

Kenneth S. Beall, Jr.
Vice President

Hugh W. Perry, Esquire
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 650-0640
FL Bar #: 0603600