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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

DEPARTMENT OF STATE

401 OCTAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIGUEZ

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PHONE: (305) 672-0686

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: STARCOM MOBILE DEVELOPMENT INC.

FAX AUDIT NUMBER: H95000009002

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**Articles of Incorporation
of
Stardom Model Development Inc.**

Article I. Name

The name of this Florida corporation is:

Stardom Model Development Inc.

Article II. Address

The mailing address of the Corporation is:

**Stardom Model Development Inc.
5545 SW 8th Street, Suite 207
Miami, FL 33134**

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 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.

**Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686**

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The election of directors shall be done in accordance with the 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:

Nancy Plaknin

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 15, 1995

The undersigned incorporator executed these Articles of Incorporation on 8/15/95


Corporate Creations International Inc.
Joseph P. Mata
Vice President

H95000009002

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

CORPORATION:
Stardom Model Development Inc.

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

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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
Vice President

Date: August 15, 1995

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0886

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