

(SAMPLE LETTER OF TRANSMITTAL)

Date August 15, 1995

P45000064519

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Cyberstar, Incorporated Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Marta Starcher
(individual's name)

55 AUG 21 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cyberstar, Incorporated
(name of Corporation)

800-05
TK

MAILING ADDRESS OF CORPORATION		
P.O. Box 423113		
Kissimmee, Fla. 34742		
PHONE		
(407)	870-7787	Ext.
Area Code	Number	

ARTICLES OF INCORPORATION

of

CYBERSTAR, INCORPORATED
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CYBERSTAR, INCORPORATED

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1,000) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>MARTHA STARCHER</u>		
ADDRESS	<u>1211 AMBERWOOD BLVD.</u>		
CITY	<u>KISSIMMEE, FLORIDA</u>	<u>FLORIDA</u>	<u>ZIP 34741</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>CYBERSTAR, INC.</u>		
ADDRESS	<u>P.O. BOX 423113</u>		
CITY	<u>KISSIMMEE, FLORIDA 34742</u>	<u>FLORIDA</u>	<u>ZIP</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>MARTHA STARCHER</u>		
ADDRESS	<u>1211 AMBERWOOD BLVD.</u>		
CITY	<u>KISSIMMEE, FLORIDA 34742</u>	<u>STATE</u>	<u>ZIP</u>
NAME	<u>HARRIOT ROBERTS</u>		
ADDRESS	<u>734 W. COLONIAL DRIVE</u>		
CITY	<u>ORLANDO, FLORIDA 32804</u>	<u>STATE</u>	<u>ZIP</u>
NAME			
ADDRESS			
CITY		<u>STATE</u>	<u>ZIP</u>

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MARSHA STARCHER		
ADDRESS	P.O. BOX 423113		
CITY	KISSIMMEE, FLORIDA	32742	STATE: ZIP
NAME	HARRIOT ROBERTS		
ADDRESS	734 W. COLONIAL DRIVE		
CITY	ORLANDO, FLORIDA	3	STATE: ZIP
NAME			
ADDRESS			
CITY			STATE: ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15th day of AUGUST, 19 95.

Marsha Starcher (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

CYBERSTAR, INCORPORATED

(name of corporation)

FILED
55 AUG 21 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 507.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1211 AMBERWOOD BLVD.

KISSIMMEE, FLORIDA 34741

has named MARTHA STARCHER

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Martha Starcher
(registered agent)