

P96000017290

TRANSMITTAL LETTER

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

400001722734
-02/23/96--01066--001
****122.50 ****122.50

SUBJECT: Starpoint Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 122.50 .

FROM:

Carol U. Ozemhoya
Name (printed or typed)
18101 NW 68th Ave., #E201
Address
Miami, FL 33015
City, State, & Zip
(305) 828-7501
Telephone Number

TALLAHASSEE, FLORIDA

53 FEB 23 AM 11:25

FILED

Note: Please provide the original and one copy of the Articles.

SN FFR 261996

ARTICLES OF INCORPORATION

OF

Starpoint Inc.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

FILED
98 FEB 23 AM 11:25
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

See attached

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

See attach

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

See attached

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

see attached

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

*See attached
original and copy*

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19th day of February, 19 96.

Carol U. Ogemba
Signature

Signature

Signature

ARTICLE I

Starpoint Inc.

ARTICLE II

18101 NW 68th Ave., #E201
Miami, FL 33015-3943

ARTICLE III

1,000,000 shares of stock outstanding:
•The par value of the stock is \$3 a share.

ARTICLE IV

18101 NW 68th Ave., #E201
Miami, FL 33015-3943
Registered agent: Carol U. Ozemhoya

ARTICLE V

Carol U. Ozemhoya, president
18101 NW 68th Ave., #E201
Miami, FL 33015-3943

Jerrold M. Boulding, vice president
710 E San Jose Ave.
Burbank, CA 91501

W. Steven Green, secretary
7777 S.W. 86th St., #F1314
Miami, FL 33143

Keith Cross, treasurer
189 N.W. 99th St.
Miami, FL 33150

2. Purpose: To publish a high quality magazine, for profit, that focuses on entertainment and travel, and serves upwardly mobile African-Americans, though not limited to such.

3. Provisions concerning management and regulations: Operations shall be broken down into four departments - 1) Editorial, 2) Circulation/Distribution, 3) Advertising/Marketing and 4) Administration. The Editor shall oversee Editorial; the Circulation/Distribution Director shall oversee Circulation/Distribution; the Associate Publisher shall oversee Advertising/Marketing; the Office Manager shall oversee Administration; and the Publisher shall oversee all operations.

4. Powers of corporation, board of directors and shareholders: The CEO (chief executive officer) is the majority shareholder. The CEO shall control the operation of Starpoint Inc. The CEO is the final decision-maker in all matters, including Editorial, Advertising/Marketing, Circulation/Distribution and Administration. An Advisory Board will consist of 11 members, one each representing the following fields: sports, travel, film, music, television, retail/business, legal and finance, in addition to the three directors (CEO, publisher and associate publisher). The purpose of the advisory board is to provide the publication with guidance in terms of its editorial content, business and financial dealings and all policies regarding the communities and industries it serves. Meetings shall take place once a year. Transportation and lodging shall be provided by Starpoint Inc.

7. Miscellaneous provisions: No employee will accept any cash nor gifts (such as CDs, t-shirts, etc.,...) with a value in excess of \$50. Gifts that can be "consumed" within 48 hours, such as concert tickets or dinner, may be acceptable with the publisher or editor's permission. Complimentary passes, accommodations or airline tickets can be accepted by an employee only if the employee has been assigned to cover the event by the editor.

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Starpoint Inc.

2. The name and address of the registered agent and office is:

Carol U. Ozemhoya
(NAME)
18101 NW 68th Avenue, # E201
(P.O. BOX NOT ACCEPTABLE)
Miami, FL 33015
(CITY/STATE/ZIP)

ALLIANCE FLORIDA
OFFICE
2/19/96 11:25

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

SIGNATURE Carol U. Ozemhoya

DATE 2/19/1996