

5/14/96

FLORIDA DIVISION OF CORPORATIONS  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: GOLDSTAR COMMUNICATIONS GROUP, INC.  
FAX AUDIT NUMBER: H960000006795  
DATE REQUESTED: 05/14/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 0  
ESTIMATED CHARGE: \$122.60  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 10:30:14  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003265

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

GOLDSTAR COMMUNICATIONS GROUP, INC.

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is GOLDSTAR COMMUNICATIONS GROUP, INC.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 (one thousand) shares of common stock of the par value of 10 (cents) per share.

These shares shall carry preemptive rights.

This document prepared by:

Garland Hogan, Esq.  
Fl. Bar No.: 356514  
HOGAN & SHAW  
2200 Lazy Lane  
Lazy Lake, FL 33305  
Tel: (954) 365-8044

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ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500 (five hundred) dollars.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be 676 West Prospect Road, Fort Lauderdale, FL 33309.

ARTICLE SEVEN

The number of directors of the corporation will not be less than one.

ARTICLE EIGHT

The name and street address of each member of the first Board of Directors is:

Mike Pinera  
21206 Pacific Coast Highway  
Malibu, Ca. 90265

ARTICLE NINE

The names and street addresses of each subscriber to the Articles of Incorporation are:

Garland Hogan  
2200 Lazy Lane  
Lazy Lake, Fl. 33305

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#### ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

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ARTICLE ELEVEN

The registered agent for the corporation shall be

Garland Hogan  
HOGAN & SHAW  
2200 Lazy Lane  
Lazy Lake, Fl. 33305

I, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set my hand this 13th day of May, 1996.

  
GARLAND HOGAN

Date: May 13, 1996

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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:  
**GOLDSTAR COMMUNICATIONS GROUP, INC.**
2. The name and address of the registered agent and office is:

**Garland Hogan  
HOGAN & SHAW  
2200 Lazy Lane  
Lazy Lake, Fl. 33305**

Signature

*Garland Hogan*  
**Garland Hogan**

Title **Registered Agent**  
Date **May 13, 1996**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

*Garland Hogan*  
**(Registered Agent)**

DATE: May 13, 1996

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