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MICHAEL FELDENKRAIS, P.A.
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FILED
96 SEP 26 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 1996

EXPRESS MAIL NO. GB275857406 US

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

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*****78.75 *****78.75

RE: NetStar Solutions, Inc.
Our Client File No: S292

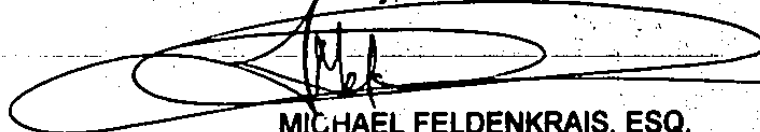
Dear Sir or Madam:

Enclosed please find the following documents in connection with the following of the above-referenced Corporation:

1. Original and copy of Articles of Incorporation of NetStar Solutions, Inc.
2. Certificate of Designation of Registered Agent and Registered Office.
4. Check No. 1127 in the amount of Seventy eight dollars and Fifty Cents (\$78.50) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the Express Mail stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,



MICHAEL FELDENKRAIS, ESQ.

SN SEP 30 1996

**ARTICLE OF INCORPORATION
OF
NETSTAR SOLUTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NETSTAR SOLUTIONS, INC.

The address of the principal office of this corporation shall be C/O Michael Feldenkrais, 12000 Biscayne Blvd., Suite 220, North Miami, Florida 33181, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12000 Biscayne Blvd., Suite 220, North Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Michael Feldenkrais.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Vivian Kane
19731 N.E. 22nd Avenue
North Miami, Florida 33180

IN WITNESS WHEREOF, The undersigned to these articles of Incorporation has hereunto set their hand and seal on this 19th day of September, 1996.


Its incorporator, Vivian Kane

**ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
NETSTAR SOLUTIONS, INC.**

Vivian Kane as sole Incorporator, for value received hereby assigns any
and all rights it may have as such Incorporator to the following:

Dated: September 19, 1996

VIVIAN KANE

BY:



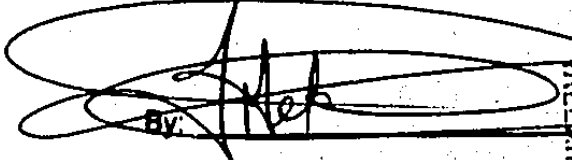
Its, Incorporator, Vivian Kane

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHAEL FELDENKRAIS, an individual residing in this state,
having a business office identical with the registered office of the
corporation named below, and having been designated as the Registered
Agent, in the above and foregoing Articles of Incorporation of

NETSTAR SOLUTIONS, INC. _____ is

familiar with and accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
MICHAEL FELDENKRAIS

36 SEP 26 AM 9:14:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED