

P960000 84152

TRANSMITTAL LETTER

October 3, 1996

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

200001969592
-10/09/96--01097--012
*****78.75 *****78.75

RE: **STARLIGHT GROUP, Inc.**
Proposed Corporate Name

Enclosed please find one original and one copy of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. The filing fee of \$ 78.75 is enclosed. A certified copy is not requested at this time. Please use the copy herein as file/return copy. Please forward a certificate of status also.

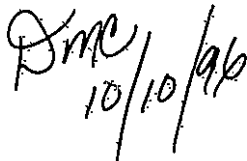
FROM: **BARBARA SINGER**
Incorporator
STARLIGHT GROUP, INC.

Thank you for your prompt attention to the filing and creation of this new entity.

Sincerely,


Barbara Singer

: enclosures


DMC
10/10/96

FILED
96 OCT -9 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
for
STARLIGHT GROUP,
Inc.**

FILED
96 OCT -9 AM 11:42
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: STARLIGHT GROUP, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of design and/or sales of decorative covers for bike helmets, and Restaurant, Hotel and Retail Consulting Services, along with any and all other business permitted under the laws of the United States and the great state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having par value of at least \$ 1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and non-assessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of the articles with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Mrs. Barbara Singer
8 Royal Plaza, Suite 117
Maitland, FL 32751

The board of directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one (1).

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name, address and telephone number(s) of the initial member of the board of directors of this corporation is:

- (1) BARBARA SINGER
8 Royal Plaza, Suite 117
Maitland, FL 32751
(407) 644-0234

ARTICLE VIII. INCORPORATORS

The name and street address of the person(s) signing these articles of incorporation as the incorporator(s) is:

- (1) BARBARA SINGER
8 Royal Plaza, Suite 117
Maitland, FL 32751
(407) 644-0234

ARTICLE IX. PRINCIPAL OFFICE

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

8 Royal Plaza, Suite 117, Maitland, FL 32751

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

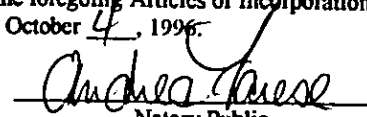
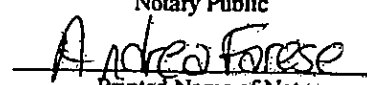
ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on October 4, 1996.


Barbara Singer
Incorporator

State of Florida
County of Orange

Before me, a Notary Public, personally appeared BARBARA SINGER known to me to be the person described to me as Incorporator of STARLIGHT GROUP, Inc., and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on October 4, 1996.


Notary Public

Printed Name of Notary

My commission expires:

My commission number is:



ANDREA FORESE
MY COMMISSION # CC483601 EXPIRES
September 4, 1999
BONDED THRU TRU FARM INSURANCE, INC.

The Identification submitted by the affiant is:

BARBARA SINGER:

personally known

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

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

FILED
96 OCT -9 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **STARLIGHT GROUP, Inc.**
2. The name and address of the registered agent and office is:

BARBARA SINGER
8 Royal Plaza, Suite 117
Maitland, FL 32751

SIGNATURE


BARBARA SINGER

October 4, 1996

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


BARBARA SINGER

October 4, 1996