

OCT-11-1996 13:31 EMPIRE CORPORATE KIT

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P. 14

((H96000014364 9)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: SUPERSTAR COMPETITION, INC.  
AUDIT NUMB IR.....H96000014364  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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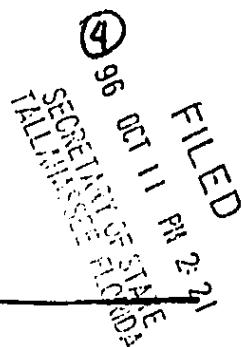
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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION  
OF  
SUPERSTAR COMPETITION, INC.



We, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be SUPERSTAR COMPETITION, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida at the following address, which is also the mailing address of the corporation: 7080 Nova Drive, Suite # 303, Davie, Florida 33317.

ARTICLE III

1. The number of shares of authorized capital stock in this corporation shall be seven thousand five hundred (7500) shares of common stock with a nominal or par value of \$1.00 each.
2. The capital stock may be paid for in property, labor, service, or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

LARRY J. BEHAR, P.A.  
988 S.E. Third Avenue  
Suite # 400  
Fort Lauderdale, Florida 33316  
Tel.: (305) 524-8888  
Fax : (305) 524-0088

FLORIDA BAR # 261743

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#### ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

#### ARTICLE V

The term for which this corporation shall exist shall be perpetual.

#### ARTICLE VI

The principal office of the corporation shall be 7080 Nova Drive, Suite # 303, Davie, Florida 33317, or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

#### ARTICLE VII

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organisational meeting, is:

NAME:	ADDRESS:	NUMBER OF SHARES:
Bill Skerczak	7080 Nova Drive Suite # 303 Davie, Florida 33317	7500

#### ARTICLE VIII

The initial registered office shall be at 888 S.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33316. The initial registered agent at the same address shall be LARRY J. BEHAR, P.A.

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ARTICLE IX

1. When the stockholders so determine, any increase of the common stock shall be first offered pro rata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.
2. Any meeting of the stockholders may be held within or without the State of Florida.
3. Officers of the corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this 11 day of October, 1996.

  
LARRY J. BEHAR

96 OCT 11 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

REGISTERED AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.

LARRY J. BEHAR, P.A.

By:   
Registered Agent

DISCLAIMER:

THE LAW FIRM OF LARRY J. BEHAR, P.A. WILL NOT ACT AS REGISTERED AGENT OF THE ABOVE-CAPTIONED CORPORATION BEYOND THE FIRST YEAR OF INCORPORATION.

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ACCOUNT NO. : 072100000032

REFERENCE : 181168 6699A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 9, 1996

ORDER TIME : 2:53 PM

ORDER NO. : 181168-005

CUSTOMER NO: 6699A

900002024659--2

CUSTOMER: Larry J. Behar, Esq  
Larry J. Behar, P.a.  
Suite 400  
888 S.e. 3rd Avenue  
Ft. Lauderdale, FL 33316-1159

96 DEC 10 PM 12:53  
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STATE OF FLORIDA  
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TALLAHASSEE, FLORIDA

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DOMESTIC AMENDMENT FILING

NAME: SUPERSTAR COMPETITION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap  
EXAMINER'S INITIALS: *SH*

N. HENDRICKS DEC 10 1996

AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF

FILED

96 DEC 10 PM 12:53

SUPERSTAR COMPETITION, INC., a Florida corporation SECRETARIAL STATE  
TALLAHASSEE, FLORIDA

The following constitutes an Amendment to the Articles of Incorporation of SUPERSTAR COMPETITION, INC., a Florida Corporation:

FIRST: Article I of said Articles shall henceforth read as follows:

The name of the corporation shall be:

PICK THE STARS INTERNATIONAL, INC.

SECOND: The Secretary of the corporation is authorized to file said Amendment with the office of Secretary of State of Florida.

THIRD: All other Articles of said corporation shall remain the same.

FOURTH: The Amendment was adopted by the shareholders of the corporation on the 22 day of NOVEMBER, 1996.

SUPERSTAR COMPETITION, INC.,  
a Florida Corporation

By:

William Skerczak  
William Skerczak  
President and Secretary

PROVINCE OF QUEBEC  
CITY OF CANDIAC

Before me, the undersigned authority, personally appeared WILLIAM SKERCZAK, to me well known to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of NOVEMBER, 1996.

Francine Coulombe  
Commissioner of Oaths  
(Notary Public)  
Province of Quebec  
Please Print  
SEAL:

