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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

November 7, 1996

Re: Incorporation of **STARPORT, INC.**

800002003429--5

-11/13/96--01161--004

****122.50 ****122.50

Dear Department of State:

I enclose an original and one copy of the Articles of Incorporation for the above proposed corporation.

Also enclosed is a check in the amount of one hundred, twenty-two dollars and fifty cents (\$122.50) in payment of the fees.

Please file the original Articles and return a certified copy to me at the above address. Thank you.

Respectfully,



Jared J. Kullman

jjk/jrk



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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STARPORT, INC.

ONE: The name of the corporation is STARPORT, INC.

TWO: The duration of the corporation shall be perpetual.

THREE: The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business permitted under the laws of the state of Florida.

FOUR: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1000) common shares with a par value of \$1.00.

FIVE: The registered agent and the street address of the registered agent in the state of Florida is:

JARED J. KULLMAN
name

2400 E. Commercial Blvd.
Suite 305
Ft. Lauderdale, FL 33308
address

SIX: The number of Directors constituting the initial Board of Directors is one (1) and the name of the person who is to serve as the member is NOFAL KAHOOK.

SEVEN: The name and address of the sole incorporator is NOFAL KAHOOK, 2400 E. Commercial Blvd., Suite 305, Ft. Lauderdale, Florida 33308.

EIGHT: The address of the initial office and principal place of business is 2400 E. Commercial Blvd., Suite 305, Ft. Lauderdale, Florida 33308.

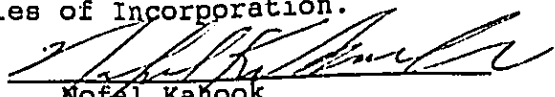
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Date: November 7, 1996


Nofal Kahook

STATE OF FLORIDA

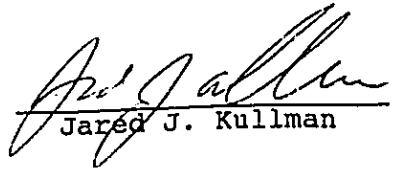
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public, authorized in the State and County aforesaid to take acknowledgments, personally appeared, Nofal Kahook, to me known to be the person described as the subscriber in and who executed the foregoing Articles Of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7th day of November, 1996.


Notary Public

I, the undersigned, hereby accept the appointment as Registered Agent of the above named corporation. I am familiar with, and accept the obligations of Section 607.325 of the Florida Statutes.


Jared J. Kullman

P96000093770
Clark & Scholnik

A Partnership of Professional Associations

THOMAS M. CLARK, P.A.
LOUIS N. SCHOLNIK, P.A.

2400 E. Commercial Blvd. #820
Ft. Lauderdale, Florida 33308
Telephone (954) 776-3800
Telephone (954) 771-4700
Telecopier (954) 776-3825

August 25, 1997

VIA US MAIL

Corporate Records Bureau
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: STARPORT, INC.

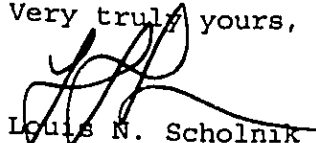
Ladies or Gentlemen:

In reference to the above, enclosed you will find Articles of Dissolution for the above named corporation. Please file and send a copy of same along with a Certificate of Status reflecting the dissolution. Enclosed is our check, payable to the Secretary of State, in the amount of \$43.75 in payment for:

Filing fee, Articles of Dissolution:	\$35.00
Certificate of Status:	8.75

Please return a copy of the Dissolution and Certificate of Status as soon as possible.

Very truly yours,


Louis N. Scholnik

LNS/lp

Enclosures

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TALLAHASSEE FLORIDA

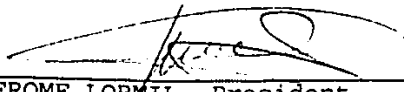
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Vldis

ARTICLES OF DISSOLUTION
OF
STARPORT, INC.

The undersigned, the Sole Incorporator and Sole Director of the above referenced corporation, hereby files Articles of Dissolution, and states as follows:

1. The name of the Corporation is STARPORT, INC.
2. The original date of filing of its Articles of Incorporation was November 12, 1996, effective November 12, 1996, Document # P96000093770.
3. A majority and a sufficient number of the Corporation's shares of stock have approved the Motion for Dissolution of the Corporation, authorized as of July 28, 1997.
4. No debt of the Corporation remains unpaid.
5. The dissolution shall take effect immediately upon filing of these Articles of Dissolution.


JEROME LORMIL, President
STARPORT, INC.

Dated: July 28, 1997

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28 day of July, 1997, by Jerome Lormil, President of STARPORT, INC., who is personally known to me, and who did take an oath.


Notary Public, State of Florida

