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January 15, 1997

Secretary of State
Division of Corporations
Tallahassee, Florida 32301

Re. Star Plus International, Inc.

To Whom It May Concern:

700002073187--6
-01/30/97--01001--004
****122.50 ****122.50

Enclosed is an original and one copy of the Articles of Incorporation to be filed with the Secretary of State. Additionally, enclosed is a check for \$225.00 for filing of the corporate documents.

Please advise if anything further is needed.

Very truly yours,

Albert D. Diamond

ADD/lev

cc: Mr. Douglas Perusse

Perusse/letter/SecSt

[Handwritten signature]
1/29

CK - To Muel.
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2551 593

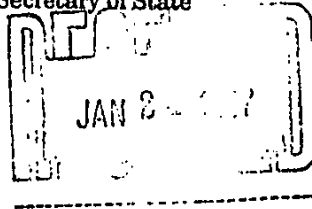
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1997

ALBERT D. DIAMOND
RIVERGATE PLAZA, SUITE 1000
444 BRICKELL AVENUE
MIAMI, FL 33131



SUBJECT: STAR PLUS INTERNATIONAL, INC.
Ref. Number: W97000001570

We have received your document for STAR PLUS INTERNATIONAL, INC. and your check(s) totaling \$225.00. However, the document has not been filed and is being retained in this office for the following:

We are returning your check for \$225.00 to be replaced by one in the correct amount of \$122.50.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 597A00003098

**ARTICLES OF INCORPORATION OF
STAR PLUS INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be:

Star Plus International, Inc.

Its business shall be carried out at 18643 SW 107th Avenue, Miami, FL 33157 or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the corporation is as follows: the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Annotated 607 et seq.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares of common Stock at no par value.

All the aforementioned stock is to be issued as lawfully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLE IV

This corporation shall begin business with a capital of \$100.00 and the undersigned incorporators do hereby state that there has already been paid into the corporation on behalf of the subscribers set forth herein, the sum of \$100.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located 18643 SW 107th Avenue, Miami, FL 33157 and may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this corporation. Directors need not be stockholders.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Douglas Perusse	18643 SW 107th Avenue, Miami, FL 33157

ARTICLE IX

The offices to be held by the above named Directors are as follows:

PRESIDENT:	Douglas Perusse
TREASURER:	Douglas Perusse
SECRETARY:	Douglas Perusse

ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Douglas Perusse	18643 SW 107th Avenue Miami, Florida 33157	100

ARTICLE XI

The name and address of the initial registered agent is: Albert D. Diamond, Esquire, 444 Brickell Avenue, Suite 1000, Miami, Florida 33131.

ARTICLE XII

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim of liability as to which it shall be adjudged such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other rights to which he may be lawfully entitled, nor shall anything therein contained

restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XIII

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE XIV

The provisions of this Charter, and each and every Article and section thereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of January, 1997.

A handwritten signature in black ink, consisting of a stylized 'S' followed by a long, sweeping horizontal line.

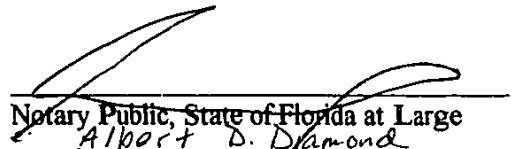
STATE OF FLORIDA

SS:

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Doug Perouse to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged, before me, that he executed same and subscribed to the same for the purposes there expressed.

WITNESS my hand and official seal at County of Dade, State of Florida, this 27th day of January, 1997.


Notary Public, State of Florida at Large
Albert D. Diamond

My Commission Expires: 8/17/97

CC 309451

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating Place of Business or Domicile for the Service of Process within this state, Naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

Albert D. Diamond, Registered Agent
444 Brickell Avenue, Suite 1000
Miami, Florida 33131

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Star Plus International, Inc., is a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named Albert D. Diamond, City of Miami, State of Florida agent to accept service of process within this state.

<u>OFFICERS</u>	<u>AFFIX TITLES:</u>	<u>SPECIFIC ADDRESS</u>
Douglas Perusse	Director, Treasurer and Secretary	18643 SW 107th Avenue Miami, FL 33157

<u>DIRECTORS</u>	<u>SPECIFIC ADDRESS</u>
Douglas Perusse	18643 SW 107th Avenue Miami, FL 33157

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED