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FLORIDA DIVISION OF CORPORATIONS  
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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
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NAME: SOFTSTAR ENTERTAINMENT SOLUTIONS, INC.

AUDIT NUMBER.....H97000002066

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
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FAX NUMBER: (904) 922-4001  
FROM: Debra H. Chrystie  
REGARDING OUR FILE NAME: Softstar/General  
CLIENT/MATTER #: to be opened  
SPECIAL INSTRUCTIONS:  
TOTAL NUMBER OF PAGES: 5  
DATE: 2/4/97

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**ARTICLES OF INCORPORATION  
OF  
SOFTSTAR ENTERTAINMENT SOLUTIONS, INC.  
A FLORIDA CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of SOFTSTAR ENTERTAINMENT SOLUTIONS, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is SOFTSTAR ENTERTAINMENT SOLUTIONS, INC. and the street address of the initial principal office of the Corporation is 2335 Southwest 22 Avenue, Suite 201, Delray Beach, Florida 33445.

**ARTICLE II**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The Corporation is authorized to issue Ten Million (10,000,000) shares of \$.001 par value Common Stock.

**PREPARED BY:**

**Gerald W. Gritter, Esquire  
English, McCaughan & O'Bryan, P.A.  
100 Northeast Third Avenue, Suite 1100  
Fort Lauderdale, Florida 33301  
(954) 462-3300  
Florida Bar No. 282170**

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Street, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

| <u>Name</u>       | <u>Address</u>  |
|-------------------|---|
| Jeffrey Vanderpol | 2335 Southwest 22 Avenue<br>Suite 201<br>Delray Beach, FL 33445 |
| Gustavo Velez     | 2335 Southwest 22 Avenue<br>Suite 201<br>Delray Beach, FL 33445 |

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Gerald W. Gritter, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.


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FAX AUDIT NUMBER: H97000002066

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of February, 1997.



GERALD W. GRITTER, Incorporator

FAX AUDIT NUMBER:  
H97000002066

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for SOFTSTAR ENTERTAINMENT SOLUTIONS, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,  
Initial Registered Agent

Dated: February 4, 1997

By: 

GERALD W. GRITTER, Vice President

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