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JAY E. KAUFFMAN, P.A. FILED

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97 FEB 20 PM 12:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 3, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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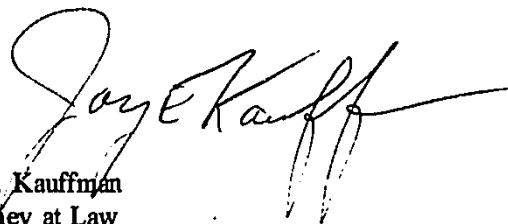
Reference: STARMAKER MARKETING, INC..

Enclosed are the Articles of Incorporation for the above referenced corporation and our check in the amount of \$122.50 to cover the following:

State Charter Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

We would appreciate your filing the Articles, certifying them to us as the Articles of Incorporation and returning them to us.

Sincerely,


Jay E. Kauffman
Attorney at Law

OK
2/25/97

ARTICLES OF INCORPORATION
OF
STARMAKER MARKETING, INC.

FILED
97 FEB 20 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: STARMAKER MARKETING, INC. The address of the principal office of this corporation shall be 1530 South Fort Harrison, Suite C, Clearwater, Florida 34616, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1530 South Fort Harrison, Suite C, Clearwater, Florida 34616, and the name of the initial registered agent of the corporation at that address is Joseph Narvaez.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Frederik Plyn ar	1530 South Fort Harrison, Suite C, Clearwater, Florida 34616
Joseph Narvaez	1530 South Fort Harrison, Suite C, Clearwater, Florida 34616
Patrick Plyn ar	1530 South Fort Harrison, Suite C, Clearwater, Florida 34616
Yolande Plyn ar	1530 South Fort Harrison, Suite C, Clearwater, Florida 34616

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold offices for the first year of the corporation, or until their successors are elected or appointed are:

President - Frederik Plyn~~A~~ar 1530 South Fort Harrison, Suite C,
Clearwater, Florida 34616

V. President - Patrick Plyn~~A~~ar 1530 South Fort Harrison, Ste C
Clearwater, Florida 34616

Treasurer - Frederik Plyn~~A~~ar 1530 South Fort Harrison, Suite C,
Clearwater, Florida 34616

Secretary - Joe Narvaez 1530 South Fort Harrison, Suite C,
Clearwater, Florida 34616

ARTICLE VIII - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX - SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code. It is also the intent of the corporation that it shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X - INCORPORATOR

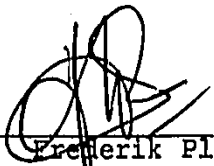
The name and street address of the incorporators to these

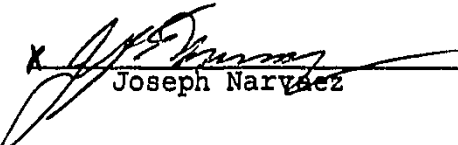
Articles of Incorporation are:

Frederik Plynnar 1530 South Fort Harrison, Suite C,
Clearwater, Florida 34616

Joseph Narvaez 1530 South Fort Harrison, Suite C,
Clearwater, Florida 34616

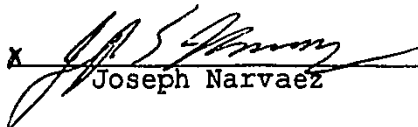
IN WITNESS HEREOF, the undersigned has set their hand and
seals on January 8, 1997.

x 
Frederik Plynnar

x 
Joseph Narvaez

ACCEPTANCE OF REGISTERED AGENT DESIGNATION IN
ARTICLES OF INCORPORATION

Joseph Narvaez, who maintains an office identical with the
registered office of the corporation named above, and having been
designated as the Registered Agent in the above Articles of
Incorporation, is familiar with and accepts the obligations of
the position of Registered Agent under Section 607.0505 of the
Florida Statutes.

x 
Joseph Narvaez