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April 14, 1997

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

FILED
97 APR 23 PM 1:26
TALLAHASSEE, FLORIDA

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Re: S. Star Productions, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for S. Star Productions, Inc., a for-profit corporation and a check in the amount of \$122.50 for the filing fees.

Please return a copy of the filed Articles of Incorporation, together with a certificate of status showing receipt of the Articles

If you should have any questions or comments in this regard, please know that your inquiries will be most welcome.

Sincerely,

K. Dean Kantaras, PA

KDK:mek
Enclosure - Articles

APR 24 1997

Articles of Incorporation

OF

S. STAR PRODUCTIONS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I Name of Corporation

The name of this corporation shall be: S. STAR PRODUCTIONS, INC.

ARTICLE II Nature of Business

The general nature of the business to be transacted by this corporation is Internet Related Services as well as any other activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE III Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1000 shares of One (\$1.00) Dollar par value all of which shall have the same rights and privileges.

ARTICLE IV Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 3956 Belmor Drive, Palm Harbor, Florida 34685. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is: SPYRO SPYROU at 3956 Belmor Drive, Palm Harbor, Florida 34685.

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is: SPYRO SPYROU at 3956 Belmor Drive, Palm Harbor, Florida 34685.

ARTICLE IX
Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 2725 Park Drive, Suite #4, Clearwater, Florida 34623 and the Registered Agent shall be K. Dean Kantaras, Esq. to accept service of process within this State until changed according to law.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII
Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

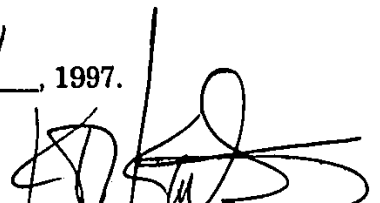
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of April, 1997.


SPYRO SPYROU

ACCEPTANCE BY REGISTERED AGENT

K. Dean Kantaras, Esq. does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 12th day of April, 1997.


K. Dean Kantaras, Esq.

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