

P97000048110

P. O. Box 547734
Orlando, FL 32854-7734
May 16, 1997

PHONE: (407) 298-1580

Dept. of State
Division of Corporations
P. O. Box 8327
Tallahassee, FL 32314

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-05/19/97--01124--002
***122.50 ***122.50

Dear Sir or Ma'am:

Enclosed is a check for \$122.50 for filing the Articles of Incorporation for Tele-Star, Inc.
Please send a certified copy to

Larry Werts
Tele-Star, Inc.
P. O. Box 547734
Orlando, FL 32854-7734

Thanking you in advance, I am

Sincerely,

Larry A. Werts
Larry A. Werts

LW:jl
Enclosures (2)

MAY 21

BSB
W97-11953

TALLAHASSEE, FLORIDA
97 JUN -2 PM 9:26
FBI



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1997

LARRY WERTS
P. O. BOX 547734
ORLANDO, FL 32854-7734

SUBJECT: TELE - STAR INC.
Ref. Number: W97000011953

We have received your document for TELE - STAR INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00027572

P. O. Box 547734
Orlando, Florida 32854-7734
May 29, 1997

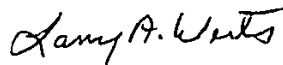
Mrs. Brenda Baker
Corporate Specialist
Florida Dept. of State
Div. of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Ref. Number: W97000011953

Dear Mrs. Baker:

Per our conversation today, I am changing the name of my corporation from
Tele-Star, Inc., to Star Vision, Inc., and resubmitting the documents for
charter. Thank you.

Sincerely,



Larry A. Werts

LAW:jl
Enclosures

FILED

97 JUN -2 AM 9:26

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STAR VISION, INC.

The undersigned incorporator 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

The name of this corporation is STAR VISION, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is

To engage in any activity or business permitted under the laws of the United States and of this state.

To sell satellite and communications equipment and programming and cable systems.

To take, acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivate, develop, and otherwise to deal in and dispose of all property, real or personal, of every description that may be necessary to transact its business, or incident to, or capable of being used in connection with the aforesaid business or any of them.

To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, wrecking, or improvement of any kind and nature whatsoever.

To buy, sell, trade, exchange, or otherwise deal in any and all kinds of manufactured articles, new materials, and any other goods whatsoever, including trucking, warehousing, and storage, as well as engage in any products.

To buy, sell, and lease lands and interest in lands, including improvements and development of all types.

To borrow money and contract debts which may be necessary for the transaction of business and for the exercise of its corporate rights, privileges, or for any other lawful purpose of the Corporation. To issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times or upon the happening of a specific event secured by mortgage, pledge, or otherwise.

To enter into, make, and perform contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, town, city, county, state, territory, or government, and to carry on its operations, within the state of Florida or elsewhere, without restrictions as to place and amount.

To act as management, business and sales consultants and to render advisory services to persons, firms, corporations and others in connection with all aspects of

business, sales and commerce.

To act as general special sales agents and to provide services of all kinds relating to the distribution, sale and delivery of goods, commodities and articles of commerce

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares without par value.

ARTICLE IV

The amount of capital with which the Corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial address of the principal office of this Corporation in the State of Florida is P. O. Box 547734, Orlando, Florida 32854-7734. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This Corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors is

Name

ADDRESS

Larry A. Werts

P. O. Box 547734, Orlando, FL 32854-7734

ARTICLE IX

The name and post office address of the incorporator to these Articles of Incorporation is

Name

ADDRESS

Larry A. Werts

P. O. Box 547734, Orlando, FL 32854-7734

ARTICLE X

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise; and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


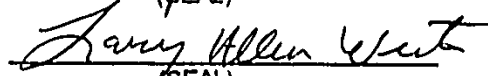
ARTICLE XI

The registered office shall be 909 N. Wymore Road, Winter Park, FL 32789, and the registered agent at that same address is Jaye Lowe.

ARTICLE XII

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

IN TESTIMONY WHEREOF, I, the undersigned, have set my hand and affixed my seal
this 29th day of May, 1997.

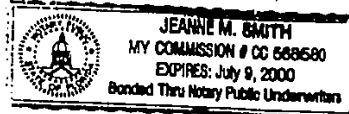

(SEAL)

(SEAL)

STATE OF FLORIDA

COUNTY OF ORANGE

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared LARRY A. WERTS, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he 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
29 day of May, A. D. 1997.



Notary Public

Jeannie M. Smith

My commission expires:

FILED

97 JUN -2 AM 9:26

STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED
OFFICE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

Star Vision, Inc., with its principal place of business at P. O. Box 547734, Orlando,
Florida 32854-7734, has named Jaye Lowe, whose street address is 909 North
Wymore Road, Winter Park, Florida 32789, as Registered Agent.

Jaye Lowe

Jaye Lowe
Registered Agent

DATE: May 29, 1997