



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

October 27, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/04/97--01049--011
*****70.00 *****70.00

RE: Starplex Inc.
P3256618STLYN

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Starplex Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow

Wendy Snow
Corporate Service Incorporator

enc.

FILED
97 NOV -4 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wendy Snow
APPROVED BY PHONE TO
CORRECT name
DATE 11/5/97
RECEIVED

me 11/5/97

**ARTICLES OF INCORPORATION
OF
Starplex Inc.**


FILED
97 NOV -4 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **Starplex Inc.**
- SECOND:** The address of the initial registered office of the corporation is 1811 Alhambra Street, Navarre, FL 32566, County of Santa Rosa. The name of the registered agent located at said address is Steve Wollmershauser.
- THIRD:** The principal address of the corporation is 1811 Alhambra Street, Navarre, FL 32566.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 1,500 shares at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is one, and the name(s) and address(es) of who will serve as director(s) until the first annual meeting of shareholders or until the successor(s) is/are as follows:
- Steve M. Wollmershauser 1811 Alhambra Street, Navarre, FL 32566.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.
- NINTH:** The name(s) and address(es) of the person(s) who is to act as incorporator(s) is as follows:

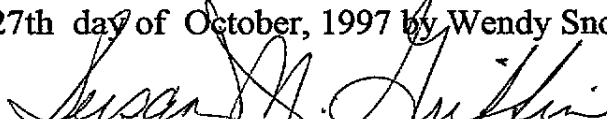
Wendy Snow c/o The Company Corporation
1313 N. Market Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 27th day of October, 1997.



State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of October, 1997 by Wendy Snow.



Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801. (302) 575-0440.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: STARPLEX INC.


2. The name and address of the registered agent and office is:

Steve Wollmershauser
(Name)

1811 Alhambra Street
(P.O. Box not acceptable)

Navarre, FL 32566
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointments as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

10-12-97
(Date)

FILED
97 NOV -4 AM 10:36
TALLAHASSEE, FLORIDA