

P97000-102706

GALLWEY GILLMAN CURTIS VENTO & HORN, P.A.

ATTORNEYS AT LAW

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MIAMI, FLORIDA 33131-2104

TELEPHONE (305) 358-1313
FACSIMILE (305) 371-5826

*BOARD CERTIFIED IN APPELLATE PRACTICE

November 18, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800002351748--7
-11/19/97--01051--012
****122.50 ****122.50

RE: Articles of Incorporation of Bright Star, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Bright Star, Inc., A Financial Public Relations Firm, and a check in the amount of \$122.50 for filing, registered agent designee and certified copy fees. Please return a certified copy to us in the envelope provided

Sincerely,

Jeffrey D. Rubinstein,

JDR/mcs
Enclosures

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97 NOV 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-14-97

Bmc
12-5-97

~~WIT 263/11~~
314 11/20/97

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*BOARD CERTIFIED IN APPELLATE PRACTICE

Via Federal Express

December 2, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: Pamela Hall

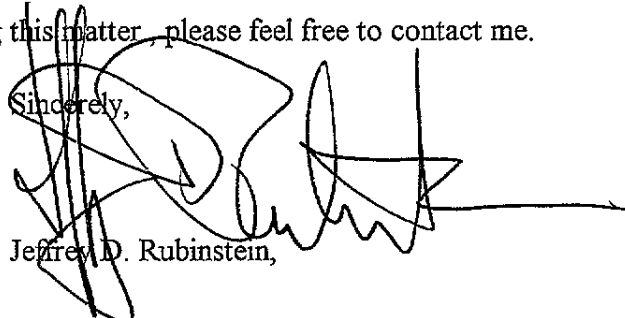
**RE: Your Reference Number: W97000026311 (Copy Attached)
Bright Star, Inc.**

Dear Ms. Hall:

With regard to the above referenced matter, please find enclosed revised Articles of Incorporation. for filing with an effective date five (5) days prior to the date of original filing with your office, which was November 19, 1997; hence an effective date of November 14, 1997.

If you have any questions concerning this matter, please feel free to contact me.

Sincerely,


Jeffrey D. Rubinstein,

JDR/mcs
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 21, 1997

JEFFREY D. RUBINSTEIN, ESQ.
200 SE 1ST ST, SUITE 1100
MIAMI, FL 33131-2104

SUBJECT: BRIGHT STAR INC.
Ref. Number: W97000026311

We have received your document for BRIGHT 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 597A00055834

ARTICLES OF INCORPORATION
OF
BRIGHT STAR, A FINANCIAL
PUBLIC RELATIONS FIRM, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

BRIGHT STAR, A FINANCIAL
PUBLIC RELATIONS FIRM, INC.

EFFECTIVE DATE

11-14-97

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation is 1900 N. E. 20th Avenue, Miami, Florida 33179.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

10,000,000 shares of common stock at the par value of One Cent (\$.01) per share
are hereby authorized voting shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 200 S. E. First Street, Suite 1100, Miami, Florida 33131. The name of the initial registered agent of this Corporation at that address is Jeffrey D. Rubinstein. Said registered agent by its acceptance below indicates that it is familiar with and accepts the obligations of that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Jeffrey D. Rubinstein, 200 S. E. First Street, Suite 1100, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME
Craig L. Silverman

ADDRESS
19000 N. E. 20th Avenue
Miami, Florida 33179

ARTICLE VII - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and the State of Florida.

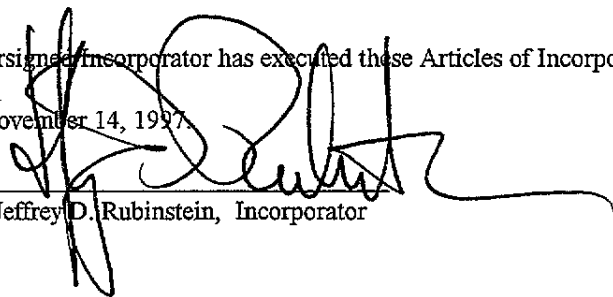
ARTICLE VIII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence existence as of November 14, 1997.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

2nd *IN WITNESS WHEREOF*, the undersigned Incorporator has executed these Articles of Incorporation this day of December, 1997, effective as of November 14, 1997.


Jeffrey D. Rubinstein, Incorporator

STATE OF FLORIDA

SS:

COUNTY OF DADE

The foregoing instrument was acknowledged before me, by Jeffrey D. Rubinstein, Incorporator, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 2nd day of December, 1997.


Notary Public, State of Florida at Large

[PRINT NAME]

My commission expires:



LAURA BUGLIARO
My Commission CC561663
Expires Apr. 30, 2000

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

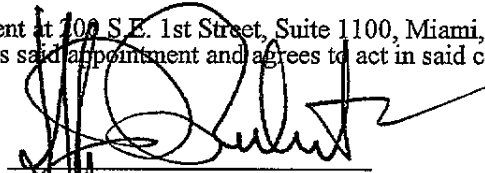
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**BRIGHT STAR, A FINANCIAL
PUBLIC RELATIONS, INC.**

97 NOV 19 PM 1:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

having appointed Jeffrey D. Rubinstein, as its Registered Agent at 200 S.E. 1st Street, Suite 1100, Miami, Florida 33131 as the Registered Office, the undersigned hereby accepts said appointment and agrees to act in said capacity.


Jeffrey D. Rubinstein
200 S.E. 1st Street, Suite 1100
Miami, Florida 33131

STATE OF FLORIDA

SS:

COUNTY OF DADE

The foregoing instrument was acknowledged before me, by Jeffrey D. Rubinstein, of 200 S.E. 1st Street, Suite 1100, Miami, Florida 33131, who executed the foregoing **CERTIFICATE OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT** and acknowledged before me that he subscribed to this **CERTIFICATE OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT** and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this December 2nd, 1997.


Notary Public, State of Florida at Large

[PRINT NAME]

My commission expires:



LAURA BUGLIARO
My Commission CC551663
Expires Apr. 30, 2000

cc: Craig Silverman

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