

01/15/98

10:08

813 785 4 0

HOWARD STROSS PA

0001/005

P980000004674

1/15/98
9:27 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000000946 7))

TO: DIVISION OF CORPORATIONS
(850) 922-4001

FAX #:

FROM: HOWARD C. STROSS, P.A.
070731001671
CONTACT: HOWARD C STROSS
PHONE: (813) 787-1088
(813) 785-4490

ACCT#:

FAX #:

NAME: STARVISION MARKETING II, INC.
AUDIT NUMBER.....H98000000946
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES.....4
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT.

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
98 JAN 15 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1-15-98

FILED

98 JAN 15 PM 12:23

ARTICLES OF INCORPORATION
OF
STARVISION MARKETING II, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is StarVision Marketing II, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

This corporation's existence shall commence on January 15, 1998 . This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue seven hundred fifty thousand (750,000) shares of common capital stock with a par value of \$0.01 per share.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

Prepared by:
Howard C. Stross, Esq.
Stross Law Firm
34650 U.S. Hwy 19, Ste. 307
Palm Harbor, FL 34684
Tel. 813 787-1088
FBN 0457914

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

AND MAILING ADDRESS OF THE CORPORATION

The address of this corporation's initial registered office and the corporation's mailing address is: 33920 U.S. Hwy 19 North, Suite 150, Palm Harbor, Florida 34684.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: B. Pauldick.

ARTICLE VIII. INCORPORATOR

The name and address of this corporation's incorporator is: .

B. Pauldick

33920 U.S. Hwy 19 North, Suite 150

Palm Harbor, Florida 34684.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE X. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Business Corporation Act.

ARTICLE XII. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII. CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote

01/15/98 10:09

813 785 4490

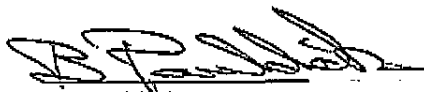
HOWARD STROSS PA

005/005

H98000000946

cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

The undersigned has executed these Articles of Incorporation on this 12 day of January, 1998.


B. Pauldick

FILED
98 JAN 15 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for StarVision/II, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of StarVision Marketing II, Inc. I am familiar with and accept the obligations provided for under Florida law.


B. Pauldick
Registered Agent

Dated 1/12 1998