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WALTER B. LEBOWITZ

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Miami, Florida 33181
Phone (305) 893-0000
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 26 PM 2:24

January 23, 1998

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

400002411774--5
-01/25/98--01086--005
*****70.00 *****70.00

Re: SUPERSTAR MORTGAGE COMPANY, INC.

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

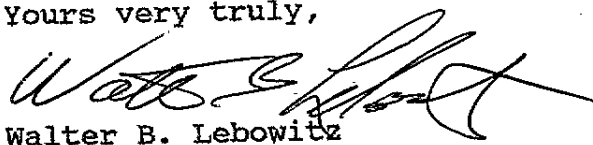
Ms. Frances the president of this company is the same person that is president of Superstar Real Estate, Inc. Naturally she has no objection to the use of the name.

If you have any question regarding the above, please call me at (305) 893-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,


Walter B. Lebowitz

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BROWN JAN 28 1998

ARTICLES OF INCORPORATION OF
SUPERSTAR MORTGAGE COMPANY, INC.

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ARTICLE I - NAME

The name of this Corporation is: SUPERSTAR MORTGAGE COMPANY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business. Primarily it will concentrate in the area of operating a Mortgage and finance office and related businesses. It will also do consulting, create intellectual property, do advertising, promotions, publicity, brand recognition, and arrange for the financing and exploitation of any type of business, or property.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is: 12555 Biscayne Boulevard, Suite 924, Miami Florida 33181, and the name of the initial registered agent of this corporation at that address is, Walter B. Lebowitz.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1), Directors constituting the initial Board of Directors. The number of Directors may be

either increased or decreased from time to time by the By Laws.
The names and addresses of the initial Board of Directors of
this corporation is/are:

NAME	ADDRESS
Helene Frances,	12555 Biscayne Blvd. #924, Miami, FL 33181
President/Director	

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles
are:

NAME	ADDRESS
Helene Frances,	12555 Biscayne Blvd. #924, Miami, FL 33181

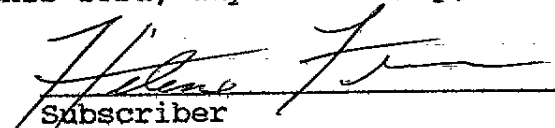
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any
provision contained in these Articles of Incorporation, or any
amendment hereto, and any right conferred upon the shareholders
is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 23rd, day of January, 1998.


Subscriber

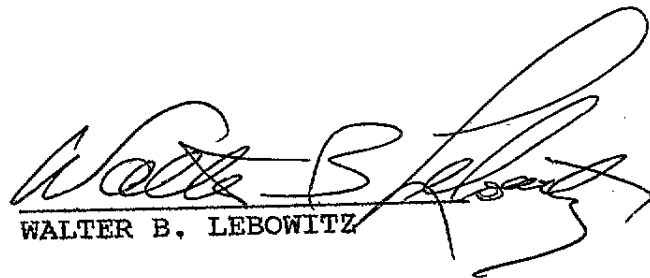
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WALTER B. LEBOWITZ, HAVING A BUSINESS OFFICE at 12555 Biscayne Blvd., Suite 924, Miami, FL 331381 and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the said corporation, is familiar with the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

I accept the appointment as registered agent and agree to act in this capacity.


WALTER B. LEBOWITZ