

P98 0000 19422

Date 2-18-98.

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/27/98--01028--003
***122.50 ***122.50

Re: STARCOM USA, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and for Registered Agent Designation for the above named corporation.

Very truly yours,

DION MOODLEY
(individual's name)

DIMILLA INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION

1021 NE 144 STREET

N. MIAMI, FL 33161

PHONE

(305)
Area Code

947-8062
Number

Ext.

F. CHESSEY MAR 2 1998

FILED
98 FEB 27 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of
STARCOM USA, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

STARCOM USA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>MAJID GORJIYAZDY</u>		
ADDRESS	<u>1815 NE 154 TERR.</u>		
CITY	<u>N. MIAMI BEACH</u>	FLORIDA	ZIP <u>33162</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>STARCOM USA, INC.</u>		
ADDRESS	<u>1815 NE 154 TERR.</u>		
CITY	<u>N. MIAMI BEACH</u>	FLORIDA	ZIP <u>33162</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 (ONE) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>MAJID GORJIYAZDY</u>		
ADDRESS	<u>1815 NE 154 TERR.</u>		
CITY	<u>N. MIAMI BEACH</u>	STATE <u>FL</u>	ZIP <u>33162</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MAJID GORTIVAZDY		
ADDRESS	1815 NE 154 TERR.		
CITY	N. MIAMI BEACH	STATE	FL ZIP 33162
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of _____, 19____.

X *M. Gortivazdy* (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF Dade)

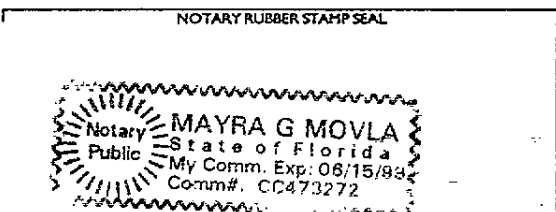
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

X *M. Gortivazdy* DL#G622-540-54-370-0
 Signature Form of Identification

 Signature Form of Identification

 Signature Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that MAJID GORTIVAZDY executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath was not taken.



Witness my hand and official seal in the County and State last aforesaid this 19 day of February 1998
Mayra G. Movla
 Notary Signature
MAYRA MOVLA
 Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

STARCOM USA INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1815 NE 154 TERR.

N. MIAMI BEACH, FL 33162

has named MAJID GORJIYAZDY

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X M. Gorjiyazdy
(registered agent)

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CLERK OF STATE
TALLAHASSEE, FLORIDA