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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: WHITESTAR ADVERTISING CORP.

AUDIT NUMBER.....H98000009212

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

WHITESTAR ADVERTISING CORP.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporation.

ARTICLE I

The name of this corporation shall be:

WHITESTAR ADVERTISING CORP.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural might or could do and, in addition thereto, engage in any activity or business permitted under the laws of the State of Florida, for example:

(a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.

Prepared by:  
CHARLES G. WHITE, P.A.  
2250 S.W. Third Ave., Suite 150  
Miami, FL 33129  
(305) 856-1211  
Fla. Bar No. 334170

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(b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

(c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bond, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereto, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

(d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

(e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

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(g) To conduct business and operations and to have one or more offices and hold, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

(h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account upon realize as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares or interest in common share trust and trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations, to institute, participate in or promote commercial mercantile, financial and industrial enterprises and operations.

(i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishments of any purpose of the corporation.

(j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

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ARTICLE III

**CAPITAL STOCK**

The capital stock of this corporation shall be one hundred (100) shares, \$1.00 par value common stock. This stock shall have full voting rights, preemptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: These stocks may not be transferred on the books of the corporation without first giving the right of purchase for ten (10) days prior thereto to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

**CORPORATE EXISTENCE**

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

ARTICLE VI

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said corporation shall be at:

2407 Timbercreek Circle N.W.  
Boca Raton, Florida 33431

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ARTICLE VII

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BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders, however, this corporation shall have no less than one (1) Director at any time.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation holding office for the first year or until their successors are chosen shall be:

NAME	ADDRESS
STELLA WHITE	2407 Timbercreek Circle N.W. Boca Raton, Florida 33431
CHARLES G. WHITE	2407 Timbercreek Circle N.W. Boca Raton, Florida 33431

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of the subscribers executing these Articles of Incorporation are as follows:

NAME	ADDRESS
STELLA WHITE	2407 Timbercreek Circle N.W. Boca Raton, Florida 33431
CHARLES G. WHITE	2407 Timbercreek Circle N.W. Boca Raton, Florida 33431

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ARTICLE X

PRIORITY AMENDMENTS AND CHANGES

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute or set out in the Corporate By-Laws so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI

POWERS AND DUTIES

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all Directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall in lieu of the original incorporations, assume and carry out all rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

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ARTICLE XII

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OFFICERS

The names and post office addresses of the officers of the above corporation are as follows:

NAME	ADDRESS	TITLE
STELLA WHITE	2407 Timbercreek Circle N.W. Boca Raton, Florida 33431	President/ Director
KEVIN WHITE	2407 Timbercreek Circle N.W. Boca Raton, Florida 33431	Vice-Pres.
DAVID WHITE	2407 Timbercreek Circle N.W. Boca Raton, Florida 33431	Secretary/ Treasurer

ARTICLE XIII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and registered office in the State of Florida shall be:

NAME	ADDRESS
CHARLES G. WHITE, ESQ.	2250 S.W. Third Avenue, Suite 150 Miami, Florida 33129

CERTIFICATE DESIGNATING PLACE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

SIGNATURE:

*[Signature]*  
CHARLES G. WHITE

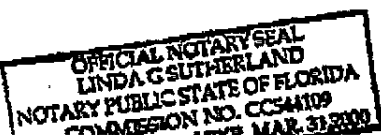
DATED:

5/14/98

WITNESS my hand and official seal at Miami, Dade  
County, Florida, on this 14th day of May, 1998.

*Affiant is personally  
known to Notary*

*Linda G. Sutherland*  
NOTARY PUBLIC, State of  
Florida at Large



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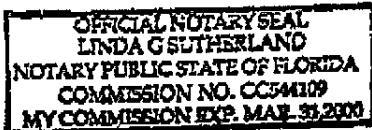
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IN WITNESS WHEREOF, we, the undersigned being each of original subscribers to the capital stock hereinabove named for the purpose of forming a corporation to do business, both within and without the State of Florida under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and respectfully agree to take the number of shares hereinabove set forth and hereunto set our hands and seals this 14th day of May, 1998.

*Affiliants are personally known to Notary.*



CHARLES G. WHITE

STELLA WHITE

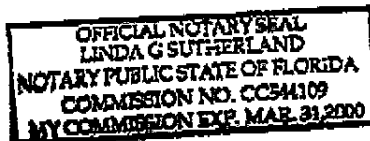
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STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared CHARLES G. WHITE and STELLA WHITE, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and who, after by me first duly sworn upon oath, depose and say and do acknowledge before me that the said Articles of Incorporation to be the act and deed of the signers respectively and respectfully, and the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County, Florida, on this 14th day of May, 1998.

*Linda G. Sutherland*  
NOTARY PUBLIC, State of  
Florida at Large



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