

MILTON S. SAMUELS  
16499 Northeast 19th Avenue  
Suite 104  
North Miami Beach, FL 33162  
(305)-949-9200

P98000058547

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

300002574543--8  
-06/29/98--01046--018  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

A check for \$122.50, payable to the Secretary of State, is enclosed herewith, for the forming of a Corporation.

The following information is submitted.

A Certified Copy is requested, re the Articles of Incorporation, for the Corporation.

Two copies of the said Articles, signed by the Incorporator, and properly Notarized, are enclosed herewith.

The name of the Corporation is:  
*Microstar Communications Group, Inc.*

It would be appreciated, if you would mail out to me, at the above address, the completed papers, forming the Corporation.

If any additional information is required, please contact the writer.

Respectfully submitted,



Milton S. Samuels

FILED  
98 JUN 29 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JN 7-1-98

*ARTICLES OF INCORPORATION*  
*OF*  
*MICROSTAR COMMUNICATIONS GROUP, INC.*

The undersigned, for the purpose of forming a Corporation, under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation, for such Corporation:

*ARTICLE ONE*

THE NAME

The Name of the Corporation shall be:  
*Microstar Communications Group, Inc.*

*ARTICLE TWO*

THE NATURE OF THE BUSINESS

The Corporation may engage in, and/or transact, any, and/or all lawful activities, and/or business, permitted under the laws of the United States, the State of Florida, and/or any other State, Country, Territory, and/or Nation.

*ARTICLE THREE*

THE CAPITAL STOCK

The aggregate Number of the Shares of the Stock, and its Par Value, that the Corporation is authorized to have outstanding at any One (1) time, is:  
One Hundred (100) Shares, all of which shall be Common Stock, with a Par Value of Ten (10) Dollars.

*ARTICLE FOUR*

THE TERM OF EXISTENCE

The Corporation is to exist perpetually.

*ARTICLE FIVE*

THE BUSINESS OFFICE

The initial mailing Address of the Corporation, and its initial principal business Address, is the same:  
16499 Northeast 19th Avenue, Suite Number 104,  
North Miami Beach, Fl 33162.

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TALLAHASSEE, FLORIDA

*ARTICLES OF INCORPORATION*  
*OF*  
*MICROSTAR COMMUNICATIONS GROUP, INC.*

*ARTICLE SIX*

THE REGISTERED OFFICE

The initial mailing Address of the Registered Office of the Corporation, is:  
16499 Northeast 19th Avenue, Suite Number 104,  
North Miami Beach, Fl 33162,  
and the Name of the initial Registered Agent at such Address, is:  
Blanche L. Samuels.

*ARTICLE SEVEN*

THE INCORPORATORS

The Name, and the Address of the Incorporator, is:  
Milton S. Samuels,  
16499 Northeast 19th Avenue, Suite Number 104,  
North Miami Beach, Fl 33162.

*ARTICLE EIGHT*

THE DIRECTORS

The initial Board of Directors of the Corporation, shall consist of One (1) Member.  
The Name, and the Address of the initial Board of Directors, is:  
Blanche L. Samuels,  
16499 Northeast 19th Avenue, Suite Number 104,  
North Miami Beach, Fl 33162.

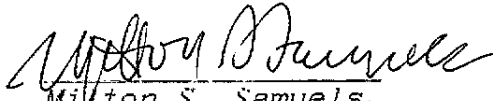
*ARTICLE NINE*

THE BUSINESS STATEMENT

The Corporation will not commence business, until the consideration for its issuance of all of the shares of the Capital Stock, is received in Cash, and/or in-kind value.

ARTICLES OF INCORPORATION  
OF  
MICROSTAR COMMUNICATIONS GROUP, INC.

IN WITNESS WHEREOF,  
The undersigned Incorporator has executed these Articles of  
Incorporation, on this 26th day of June, 1998.

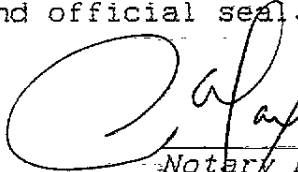
  
Milton S. Samuels,  
Incorporator

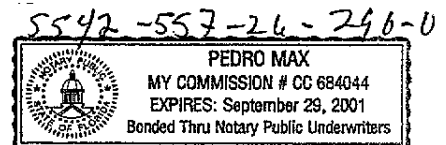
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98 JUN 29 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     }  
                              } SS:  
COUNTY OF DADE     }

THE FOREGOING INSTRUMENT,  
Was acknowledged, and was sworn to, before me, on this 26th day  
of June, 1998, by Milton S. Samuels, known to me to be the  
person, whose name is subscribed hereto, and who acknowledged  
that he executed the same, for the purposes therein contained.

IN WITNESS WHEREOF,  
I hereunto set my hand, and official seal.

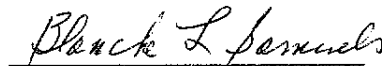
  
\_\_\_\_\_  
Notary Public,  
State of Florida



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THE WRITTEN ACCEPTANCE OF THE REGISTERED AGENT

I hereby verify, that I am familiar with, and accept the  
duties, and the responsibilities, as the Registered Agent for the  
said Corporation.

  
\_\_\_\_\_  
Blanche L. Samuels.