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Jennifer L. Schechtman P.A.

CERTIFIED PUBLIC ACCOUNTANT

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July 10, 1998

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*****78.75 *****78.75

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

Re: **STARR MEDIA, INC.**
ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation of **STARR MEDIA, INC.** along with a check in the amount of \$78.75 for the filing fees. Please forward to me the third copy after it has been stamped "filed".

Thank you for your attention in this matter.

Sincerely,



Emily O. Wallace

Enclosures

FILED
98 JUL 15 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EMILY GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. Name
DATE 7/17/98
DOC. EXAM

me 7/17/98

**ARTICLES OF INCORPORATION
STARR MEDIA, INC.**

FILED
98 JUL 15 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

I

The name of this corporation shall be **STARR MEDIA, INC.** and the principal place of business shall be **1067 NW 119TH STREET, MIAMI, FLORIDA 33167.**

II

This corporation may engage in or transact any and all lawful business and/or activities permitted under the laws of the State of Florida, of the United States, and of any other state, country, territory or nation, and shall have all of the powers granted to a corporation under the State of Florida, of the United States, and of any other state, country, territory or nation.

III

This corporation is authorized to issue 1000 shares of common stock of a par value of 1 dollar a share.

IV

The initial address of this corporation shall be **1067 NW 119TH STREET, MIAMI, FLORIDA 33167** with the privilege of having its offices and branch offices at other places within or without the State of Florida. The name and address of the initial registered agent shall be **KIMBERLY VEGA**, **1067 NW 119TH STREET, MIAMI, FLORIDA 33167.**

V

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

VI

This corporation shall commence its existence immediately upon the filing of these articles of incorporation, and shall exist perpetually unless sooner dissolved according to law.

VII

There shall be a Board of Directors for this corporation which shall consist of one person. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

VIII

The name and address of the first Board of Directors is as follows:

KIMBERLY VEGA
1067 NW 119TH STREET
MIAMI, FLORIDA 33167

OMAR RAMOS
1067 NW 119TH STREET
MIAMI, FLORIDA 33167

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

IX

The name and address of the subscriber to these articles of incorporation is KIMBERLY VEGA, 1067 NW 119TH STREET, MIAMI, FLORIDA 33167.

IN WITNESS WHEREOF, the undersigned had hereunto set his hand and seal this 9TH day of JULY, in the year 1998.

WITNESS

WITNESS

STARR MEDIA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of MIAMI, FLORIDA has named KIMBERLY VEGA 1067 NW 119TH STREET in the county of DADE, State of Florida, as its agent to accept service of process within Florida.

KIMBERLY VEGA,

CORPORATE OFFICER

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to the proper and complete performance of my duties.

KIMBERLY VEGA,

REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 15 AM 10:33

FILED