



EC BUSINESS NETWORK

7520 REPUBLIC DRIVE, ORLANDO, FLORIDA 32819

OFFICE: (407) 363-0167 FAX: (407) 363-1155



P98000100952

Orlando, November 27th, 1998

Florida Department of State
Division of Corp.
POBox 6327
Tallahassee, Florida, 32314

200002697142--2
-11/30/98--01031--001
*****78.75 *****78.75

Dear Sir,

Please find enclosed a check for \$ 78.75 for the filing and

Certificate of Status of: **STARPOINTE DEVELOPMENT, INC.**

All correspondence should be sent to:

Starpointe Development, Inc.
7468 Universal Blvd.
Orlando, Florida, 32819

If you need any additional information, I can be reached at

407 363-0154

Thank you for your cooperation,

Enio Carvalho
Enio Carvalho,
EC Business Network

FILED
98 NOV 30 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-12/4/98

ARTICLES OF INCORPORATION
OF
STARPOINTE DEVELOPMENT, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:
STARPOINTE DEVELOPMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7468 Universal Blvd.
Orlando, Florida, 32819

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Norberto Rodrigues Duarte
7468 Universal Blvd.
Orlando, Florida, 32819

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TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATORS

The name and street address of the incorporators of these Articles of Incorporation are:

Norbert Trading Corporation
7468 Universal Blvd.
Orlando, Florida, 32819

JVP International, Inc.
7468 Universal Blvd.
Orlando, Florida, 32819

ARTICLE VI - PURPOSE AND DURATION

1- Real Estate Development and Investments, Acquisition of Land, Construction, Sale, Leasing of commercial or industrial real estate properties, and/or any legal activities allowed by the State of Florida.

2- The duration shall be perpetual.

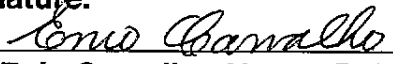
The undersigned incorporators have executed these Articles of Incorporation this 27th day of November of 1998.

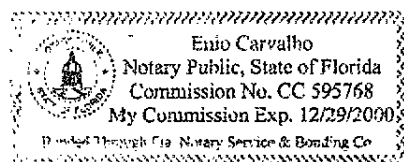

Norberto Rodrigues Duarte, Pres.
Norbert Trading Corporation


Norberto Rodrigues Duarte, Sec.
JVP International, Inc.

STATE OF FLORIDA)
COUNTY OF ORANGE)

I acknowledge, that on this date, November 27th, 1998, before me and in my presence, came Norberto Rodrigues Duarte, in the capacity of President for Norbert Trading Corporation, and Secretary for JVP International, Inc. , and told me that he have executed the above document, and I hereby attest to his signature.


Enio Carvalho, Notary Public



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/ REGISTERED OFFICE

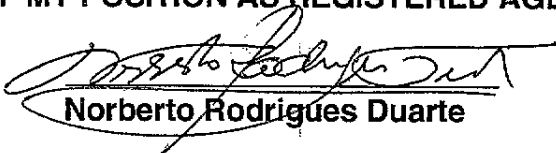
Pursant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1- The name of the Corporation is: STARPOINTE DEVELOPMENT, INC.

2- The name and address of the registered agent and office is:



Norberto Rodrigues Duarte
7468 Universal Blvd.
Orlando, Florida, 32819
407 248-2626

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Norberto Rodrigues Duarte

Date: November, 27th, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Eno Carvalho
Notary Public, State of Florida
Commission No. CC 595768
My Commission Exp. 12/29/2000

Related Through the Notary Service & Notary Public
Notary Seal