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**JEFFREY B. BOCK, ATTORNEY AT LAW**

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December 31, 1998

Division of Corporations  
Dept. of State  
The Capitol  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Stareye Creative Group, Inc.**

Dear Sir/Madam:

Enclosed is the original signed copy of the Articles of Incorporation which designates the registered agent of the above corporation. We are also enclosing a check for the following services:

1.	Filing Fee	\$35.00
2.	Designation of Registered Agent	\$35.00
3.	Certified Copy	\$ 8.75
	<b>Total</b>	<b>\$78.75</b>

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office in the enclosed stamped self addressed envelope.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

Jeffrey B. Bock, Esq.

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-01/04/99--01106--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

cc: Larry Briely

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
STAREYE CREATIVE GROUP, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be Stareye Creative Group, Inc..

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 5,000 par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the

purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be 1. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Jeri Briley, 1031 N.E. 45th St., Ft. Lauderdale, FL. 33334

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE**

The address of this corporation's principal office is 1031 NE 45th St., Ft. Lauderdale, FL 33334

#### **ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are: Jeri Briley, 1031 N.E. 45th St., Ft. Lauderdale, FL 33304

**ARTICLE XI. INITIAL REGISTERED OFFICE & AGENT**

The name and address of the individual who shall serve as this corporation's initial registered agent  
: Jeffrey B. Bock, Esq. 2720 E. Oakland Park Blvd., Suite 106, Ft. Lauderdale, FL 33306

**ARTICLE XII. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

x Jeri Briley  
Jeri Briley - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Stareye Creative Group, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Stareye Creative Group, Inc. including accepting the service of process for the above stated corporation at the place designated in this certificate.

Jeffrey B. Bock  
Jeffrey B. Bock - Registered Agent

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