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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

STARQUEST NETWORKS INC.

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STARQUEST NETWORKS INC.

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.

ARTICLE I. NAME

The name of the Corporation shall be Starquest Networks Inc. The principal place of business shall be 400 North Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one hundred million (100,000,000) shares of common stock, \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
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ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI. DIRECTORS

The Corporation shall have five (5) directors initially. The names and addresses of the initial members of the Board of Directors are Robert M. Adler Jr., 400 North Flagler Drive, West Palm Beach, Florida 33401, Jane H. Adler, 400 North Flagler Drive, West Palm Beach, Florida 33401, Robert M. Adler, 2000 South Ocean Boulevard, Palm Beach, Florida 33480, Kamal Hotchandani, 100 Lincoln Road, Miami Beach, Florida 33139 and Timothy M. Hulett, 108 Bloomfield Drive, West Palm Beach, Florida 33405.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3rd day of February, 1999.



Mark H. Mirkin, Esq.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

STARQUEST NETWORKS INC., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.



Mark H. Mirkin, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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