

ROBERT M. PANISCH
Attorney at Law
300 South Pine Island Road, Suite 215
Plantation, Florida 33324

ALSO A MEMBER OF
THE CONNECTICUT BAR

(954) 452-3700
FAX 452-4433

May 17, 1999 -

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

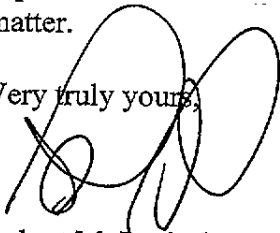
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Re: Starstan Corporation

Dear Sir or Madam:

Enclosed herewith please find an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$131.25 is enclosed for the filing fees, Certificate of Status of Incorporation, and Certified Copy of Articles of Incorporation. Please file the original of the enclosed Articles of Incorporation and return the Certificate and certified copies of the Articles of Incorporation to the undersigned. Thank you in advance for your attention to this matter.

Very truly yours,



Robert M. Panisch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 26, 1999

ROBERT M PANISCH ESQUIRE
300 S PINE ISLAND ROAD STE 215
PLANTATION, FL 33324

SUBJECT: STARSTAN CORPORATION
Ref. Number: W99000012260

We have received your document for STARSTAN CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 499A00028934

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE: NAME

The name of the corporation shall be: Starstan Literary Group, Inc..

ARTICLE TWO: DURATION

The Corporation shall have a perpetual existence.

ARTICLE THREE: PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE FOUR: PRINCIPAL OFFICE

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

Starstan Literary Group, Inc..
19301 N.E. 19th Place
North Miami Beach, FL. 33179

ARTICLE FIVE: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) Shares of common stock with no par value.

ARTICLE SIX: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert M. Panisch
300 South Pine Island Road, Suite 215
Plantation, FL. 33324

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TALLAHASSEE, FLORIDA

ARTICLE SEVEN: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Sharon M. Panisch
19301 N.E. 19th Place
North Miami Beach, FL. 33179

ARTICLE EIGHT: INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders. The names and addresses of the directors constituting the initial Board of Directors are:

Sharon M. Panisch
19301 N.E. 19th Place
North Miami Beach, FL. 33179

ARTICLE TEN: CONTRACTS WITH OTHER CORPORATIONS

No contract or other transaction between this Corporation and any other corporation, trust, partnership or other business entity shall be in any way affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, officers, partners, beneficiaries, or trustees, of such other corporation, trust, partnership or other business entity. Any Director of this Corporation who is also interested in such other corporation or entity, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not so interested, provided that his interest is disclosed or shall have been known to the Board of Directors or a majority thereof.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of June, 1999.

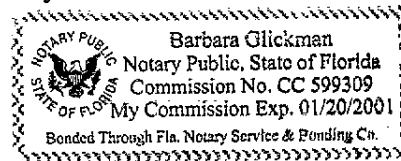
Sharon M. Panisch
Sharon M. Panisch, Incorporator

STATE OF FLORIDA)
)ss: PLANTATION
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of Starstan Literary Group, Inc., Ltd. were acknowledged before me this 2nd day of June 1999, by Sharon M. Panisch, as incorporator, and who is personally known to me.

Barbara Glickman
Notary Public

My Commission Expires: 1/20/2001



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED 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 Starstan Literary Group, Inc.
2. The name and address of the registered agent and office is:

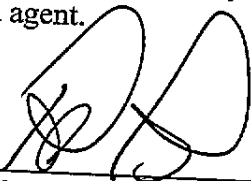
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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated 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.


Robert M. Panisch

6/2/99
Date