

99000062994

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Starline Communications
Inc

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

	EFFECTIVE DATE
<input checked="" type="checkbox"/> Art of Inc. File	07-14-99
<input type="checkbox"/> LTD Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input type="checkbox"/> L.C. File	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Trade/Service Mark	
<input type="checkbox"/> Merger File	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> RA Resignation	
<input type="checkbox"/> Dissolution / Withdrawal	
<input type="checkbox"/> Annual Report / Reinstatement	
<input checked="" type="checkbox"/> Cert. Copy	
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<input type="checkbox"/> Certificate of Good Standing	
<input type="checkbox"/> Certificate of Status	
<input type="checkbox"/> Certificate of Fictitious Name	
<input type="checkbox"/> Corp Record Search	
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<input type="checkbox"/> Vehicle Search	
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1999 JUL 15 AM 11:49
TALLAHASSEE, FLORIDA

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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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1999 JUL 15 PM 11:49

ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA

OF

STARLINE COMMUNICATIONS, INC.

We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

EFFECTIVE DATE

Name and Principal Office

07-14-99

The name of this corporation is Starline Communications, Inc. The principal office of this corporation is located at 17340 N.W. 61 Court, Miami, Florida 33015.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) Starline Communications, Inc. is a multi-medium communications company specializing in advertising, artist management, marketing and promotions.

(b) To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural

person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

(c) In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any one time is 100 shares of common stock at One Dollar (\$1.00) par value per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services which, in the judgment of the Board of Directors, shall be of the valuation equivalent to the value of the stock to be issued.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

The manner of election for directors and the manner of their admission are to be provided for in the Bylaws.

ARTICLE V

Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VI

Initial Registered Agent

The street address of the initial registered agent of this corporation is Jesse J. Coleman, Jr., 17340 N.W. 61 Court, Miami, Florida 33015. The Board of Directors may, from time to time change the designated registered agent of the corporation.

ARTICLE VII

Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time as provided for in the Bylaws.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the Bylaws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Jesse J. Coleman, Jr.	17340 N.W. 61 Court Miami, Florida 33015

ARTICLE VIII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami-Dade County, Florida, for the uses and purposes aforesaid, this 14th day of July, 1999.


JESSE J. COLEMAN, JR.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JESSE J. COLEMAN, JR. who produced Fla. Driver License as identification and being duly sworn, upon oath, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledges

before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

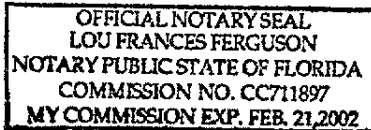
IN WITNESS WHEREOF, I have hereunto set my hand an official seal, at Miami-Dade County, Florida this 14 day of

July, 1999.

Lou Frances Ferguson
Notary Public

State of Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

TALLAHASSEE, FLORIDA

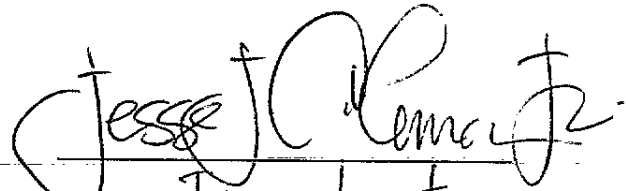
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Starline Communications, Inc.

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

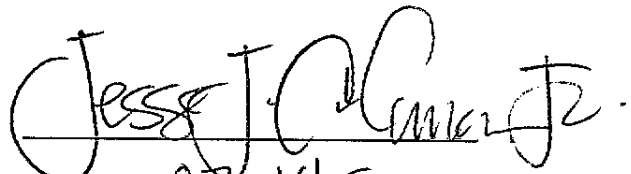
Jesse J. Coleman, Jr.
17340 N.W. 61 Court
Miami, Florida 33015



TITLE: President

DATE: 07.14.99

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.



DATE: 07.14.99