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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MIDLAND ENTERPRISES, INC./PARALEGAL ASSOCIATES
Account Number : I19990000034
Phone : (954) 565-7723
Fax Number : (954) 568 6771

FLORIDA PROFIT CORPORATION OR P.A.

Starburst Communications Inc.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION
OF
STARBURST COMMUNICATIONS INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all the rights, duties and obligation of undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE: NAME

The name of this Corporation shall be :
STARBURST COMMUNICATIONS INC.

ARTICLE TWO: NATURE OF BUSINESS

The general nature of the Business to be transacted by this Corporation is to do all things which natural persons might or could lawfully do in the premises. This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE: CAPITAL STOCKS

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of one hundred (100) shares, having an individual par value of \$ 1.00 per share. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be one (1) class of stock of this Corporation.

Paralegal Associates
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Fort Lauderdale, FL 33311
1-954-565-7723
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ARTICLE FOUR: INITIAL CAPITAL

This Corporation shall begin business with a capital of not less than one hundred dollars (\$100.00).

ARTICLE FIVE: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE SIX: ADDRESS

The initial post office address of this Corporation in the State of Florida is:

17801 130 AVE NORTH
JUPITER, FL. 33478

ARTICLE SEVEN: DIRECTORS

This Corporation shall have not less than ONE (1) Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

ARTICLE EIGHT: INITIAL DIRECTORS

The names and post office address of the First Board of Directors and Officers of this Corporation are as follows:

NAME	ADDRESS	TITLE
FRITZ ZUPKE	39 OCEAN STREET RIVIERA BEACH, FL. 33404	PRESIDENT

Paralegal Associates
741 W. Oakland Park Boulevard
Fort Lauderdale, FL 33311
1-954-565-7723
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ARTICLE NINE: SUBSCRIBERS

The name and post office address of each subscriber to these articles of incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefore as follows:

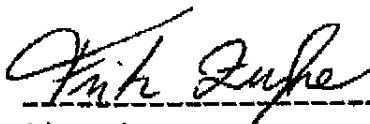
NAME	ADDRESS	NO. OF SHARES
FRITZ ZUPKE	39 OCEAN STREET RIVIERA BEACH, FL. 33404	100

ARTICLE TEN: REGISTERED NAME & OFFICE

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

39 OCEAN STREET
RIVIERA BEACH, FL. 33404

Having been named as Registered Agent and to accept service 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 off 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.



Signed
Registered agent
FRITZ ZUPKE

7/30/99

Dated

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ARTICLE ELEVEN: AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we hereunto set our hands and seals this
30 day of July 1999.

SEAL



FRITZ ZUPKE
INCORPORATOR