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TRANSMITTAL LETTER

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

SUBJECT: Stars of the Millennium, Inc.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles of Incorporation stamped with the filing date to Nir Meshulam, 888 East Las Olas Blvd., Suite 700, Fort Lauderdale, Florida 33301.

FROM: Nir Meshulam

888 East Las Olas Blvd. Suite 700,
Fort Lauderdale, FL 33301.

(954) 522-2184

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe AUG 04 1999

**ARTICLES OF INCORPORATION
OF**

Stars of the Millennium, Inc

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation shall be Stars of the Millennium, Inc.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 888 East Las Olas Blvd. Suite 700, Fort Lauderdale, Fl 33301.

ARTICLE III: SHARES

All stock issued by this corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is 500.

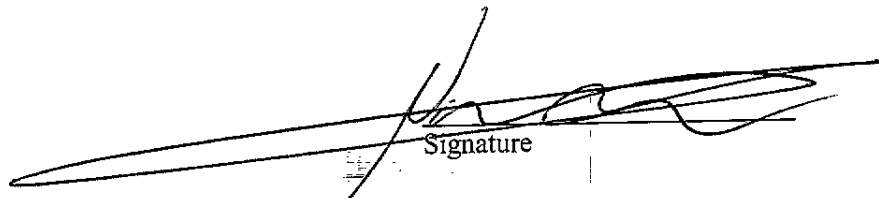
ARTICLE IV: INITIAL REGISTERED AGENT AND REGISTERD OFFICE

The name of the initial registered agent is Nir Meshulam, whose registered office is located at the 888 East Las Olas Blvd. Suite 700, Fort Lauderdale, Fl 33301.

ARTICLE V: INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is: Nir Meshulam, 888 East Las Olas Blvd. Suite 700, Fort Lauderdale, Fl 33301.

The undersigned incorporator has executed these Articles of Incorporation this 26
Day of July, 1999.


Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida law, 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: Stars of the Millennium, Inc.
2. The name and address of the registered agent and office is:

Nir Meshulam,
888 East Las Olas Blvd. Suite 700,
Fort Lauderdale, FL 33301.

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.



SIGNATURE OF REGISTERED AGENT



DATE

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TALLAHASSEE, FLORIDA