

JAMES P. RYAN

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October 29, 1999

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*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Fl 32314

Re: Star Talk, Inc.

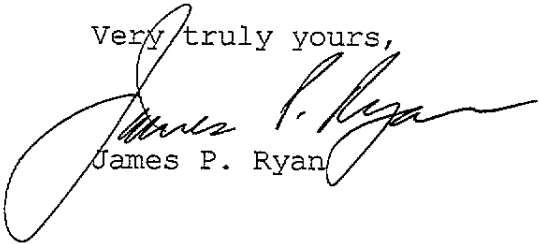
Ladies/Gentlemen:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Also, please find enclosed a check in the amount of \$70.00 as the fee for filing the corporation.

Kindly return the copy hereof to me in the enclosed self-addressed stamped envelope.

Thanking you in advance for your cooperation.

Very truly yours,


James P. Ryan

99 NOV -1 PM 2:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

copy

ARTICLES OF INCORPORATION
OF
STAR TALK, INC.

FILED
99 NOV -1 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under
Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STAR TALK, INC.

The address of the principal office of this corporation shall be 218
North Gordon Road, Ft. Lauderdale, Fla. 33301-3736 and the mailing
address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful
activities or business 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 maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 100 shares of common
stock having \$5 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 218 North Gordon Road, Ft. Lauderdale, Fla. 33301-3736, and the name of the initial registered agent of the corporation at that address is:

James Ryan
218 North Gordon Road
Ft. Lauderdale, Fla. 33301-3736

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three officers and three directors, initially. The name and street address of the initial directors and officers who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

President/ director: Kim Dawson
C/o 218 N. Gordon Road
Ft. Lauderdale, Fla. 33301-3736

Vice President/ director: James Ryan
218 N. Gordon Road
Ft. Lauderdale, Fla. 33301-3736

ARTICLE VII. INCORPORATOR

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

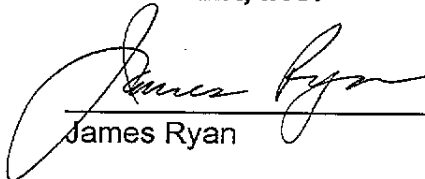
James Ryan
218 N. Gordon Road
Ft. Lauderdale, Fla. 33301-3736

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to other. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

IN WITNESS WHEREOF, the undersigned incorporator, registered agent and corporate officer has hereunto set his hand on October 29, 1999

STAR TALK, INC.

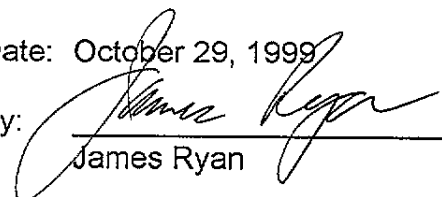

James Ryan

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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: October 29, 1999

By:


James Ryan