

P01000103483



ACCOUNT NO. : 072100000032
 REFERENCE : 168504 134074A
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 70.00

2001 OCT 24 PM 1:50
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

ORDER DATE : October 24, 2001
 ORDER TIME : 10:10 AM
 ORDER NO. : 168504-005
 CUSTOMER NO: 134074A

CUSTOMER: Daniel J. Rose, Esq
 Saraga & Lipshy, P.a.
 201 Northeast First Avenue
 Delray Beach, FL 33444

RECEIVED
 01 OCT 24 AM 11:28
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FIVE STAR RICE, INC.

100004651391--6

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP
- _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

2554
W01-24656

JR
10/25/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

2001 OCT 24 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 24, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FIVE STAR RICE, INC.
Ref. Number: W01000024656

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

RECEIVED
01 OCT 25 AM 11:26

We have received your document for FIVE STAR RICE, INC. and the authorization to debit your account in the amount of \$70.00. However the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 401A00058544

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

FIVE STAR RICE INC.

FILED

2001 OCT 24 PM 1:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **FIVE STAR RICE, INC.** (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act (the "Act").

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Dade County, Florida, and its mailing address shall be:

1335 NW 21 Terrace
Miami, Florida 33142

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Michael McFarlane
1335 NW 21 Terrace
Miami, Florida 33142

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAMEADDRESS

Mohammad Fazal, President, Director
Post Office Box 2082
Delray Beach, Florida 33447

Michael McFarlane, Vice President, Director
Post Office Box 2082
Delray Beach, Florida 33447

Layak Miah, Director
Post Office Box 2082
Delray Beach, Florida 33447

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the

Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

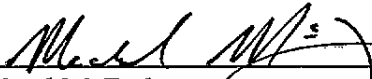
ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| Michael McFarlane | Post Office Box 2082 Delray Beach, Florida 33447 |

IN WITNESS WHEREOF, I have hereunto set my hand this 19rd day of October, 2001.

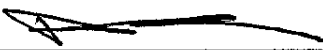
INCORPORATOR



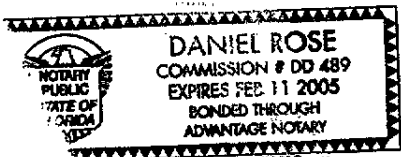
Michael McFarlane

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23rd day of September, 1999 by Michael McFarelane, who is personally known to me or who has produced FL Drivers License as identification.



Notary Public



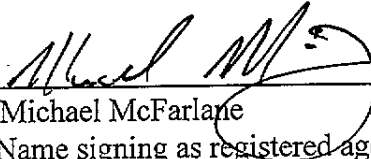
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 FIVE STAR RICE, INC.
2. The name and address of the registered agent and office is:

Michael McFarlane
1335 NW 21 Terrace
Miami, Florida 33142

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.

By: 
Michael McFarlane
(Name signing as registered agent)
October 19, 2001

2001 OCT 24 PM 1:50
STATE DEPT OF STATE
TALLAHASSEE FLORIDA

FILED