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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

Phone : (305)599-0839 Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

AMERISTAR INTERNATIONAL CAPITAL LTD.

Certificate of Status	O
Certified Copy	1 .
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

December 9, 2003

FAS-T CORP. AGENTS, INC.

SUBJECT: AMERISTAR INTERNATIONAL CAPITAL LTD.

REE: W03000037105

We received your electronically transmitted document. Bowever, the document has not been filed. Please make the following corrections and refex the complete document, including the electronic filing cover sheet.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden Document Specialist New Filings Section

FAK Aud. #: H03000330069 Letter Number: 603A00865992

ARTICLES OF INCORPORATION OF AMERISTAR INTERNATIONAL CAPITAL INC.

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

ARTICLE I

The corporate name shall be:

AMERISTAR INTERNATIONAL CAPITAL INC.

ARTICLE II EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV AU HORIZED CAPITAL STOCK

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

THIS DOCUMENT WAS PREP, RED BY: STRATTON & PEINSTEIN, P.A. DOUGLAS D. STRATTON, ES(). Florida Bar No. 240966 407 Lincoln Road, Suite 2A Miami Beach, Florida 33139 (305) 672-7772;

STOKETARY OF STATE

ARTICLE V PRINCIPAL OFFICE

The post office address of the principal office of the corporation is: 444 Madison Avenue, No. 2904, New York, New York 10022 or at any other location that the Board of Directors chooses to designate.

ARTICLE VI INITIAL REGISTERED AGENT

The initial Registered Agent of the corporation is:

DOUGLAS D. STRATTON, ESQ., and the street address of the registered office is: 407 Lincoln Road, Suite 24, Miami Beach, Florida, 33139.

ARTICLE VII INIT AL BOARD OF DIRECTORS

The business of the corpora ion shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the share holders or until their successors are elected and qualified shall be:

NAMES	ADDRESSES
A. T.A. No. 7 Addressed	

Joepsh Messina 444 Madison Avenue, No. 2904

New York City, NY 10022

Richard A. Iamunno 1010 Grand Court

Highland Beach, FL 33487

ARTICLE VIII PUWERS OF DIRECTOR(S)

The Director(s) shall exercise all powers conferred by law.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

ARTICLE X AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

ARTICLE XI INCORPORATOR

The name(s) and address(s) of the Incorporator(s) of the corporation is/are as follows:

NAMES

<u>ADDRESSES</u>

Douglas D. Stratton

407 Lincoln Road, Suite 2A Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the corporation, has executed these Ar icles of Incorporation this ______ day of ______, 2003.

Doug las D. Stratton

Inco: porator

STATE OF FLORIDA)

)ss:

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Douglas D. Stratton, to me

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well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and o ficial seal in the County and State aforementioned this

lay of Doromber 1,003

NOT ARY PUBLIC

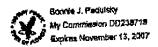
Binnie J. JADNUSKY

Print type of stamp Commissioned Nam: of Notary Public

Personally known ____ or produced Identification_

Type of Identification Produced

My Commission Expires:



ACKN OWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision: in Chapter 48.091, Florida Statutes, relative to keeping open said office.

DOU XLAS D. STRATTON, ESQ

REGISTERED AGENT Floric a Bar No. 953120