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Star
NAME: FININVEST, INC.

AUDIT NUMBER.....H97000000192

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1997

EMPIRE CORPORAT KIT COMPANY

MIAMI, FL

SUBJECT: FININVEST, INC.
REF: W97000000254

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Terri Buckley
Corporate Specialist

FAX Aud. #: H97000000192
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(5)

ARTICLES OF INCORPORATION
OF
STAR FININVEST, INC.

H97000000192

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

STAR FININVEST, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Pette, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
305-221-2110

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ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

RICHARD A. ALAYON, ESQ.
ALAYON & PERA, P.A.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VI
MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation is the principal office of the Corporation as of the date of execution of these Articles, and is:

20301 W. Country Club Drive
Coronado Tower II, Apartment 1925
Miami, Florida 33180-1657

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one directors initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Mr. Arno Busser
20301 W. Country Club Drive
Coronado Tower II, Apartment 1925
Miami, Florida 33180-1657

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

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ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is:

Mr. Arno Busser
20301 W. Country Club Drive
Coronado Tower II, Apartment 1925
Miami, Florida 33180-1657

ARTICLE XI
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 at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 2nd day of January, 1997.



ARNO BUSSER,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

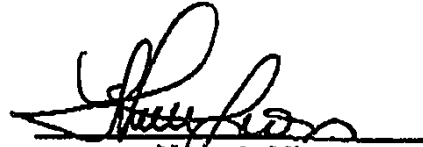
BEFORE ME, a Notary Public, personally ARNO BUSSER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation,

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and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 2nd day of January, 1997.


Notary Public
State of Florida at Large

My Commission Expires:



Ivette Hapshon Leon
My Commission 00578286
Expires Aug. 18, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of STAR FININVEST, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 2nd day of January, 1997.


Richard A. Alayon, Esq.
Alayon & Peña, P.A.

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