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STEVE WASERSTEIN
19801 E. COUNTRY CLUB DRIVE
APT. 605
AVENTURA, FLORIDA 33180
OFFICE (954) 764-7060

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 21 PM 4:13

May 20, 1997

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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-05/21/97--01075--007
122.50 *122.50

RE: MILSTAR CORPORATION

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for MILSTAR CORPORATION and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1.	Certificate of Incorporation filing fee	\$35.00
2.	Certified copy of the Certificate of Incorporation	52.50
3.	Registered Agent's fee	<u>35.00</u>
	Total	<u>\$122.50</u>

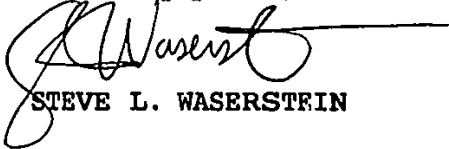
After filing, please return a certified copy of the Articles of Incorporation to us in the enclosed addressed return stamped envelope as soon as possible.

D. BROWN MAY 22 1997

Secretary of State
Division of Corporations
May 20, 1997
Page 2

If you have any questions or comments, please do not hesitate to contact us.

Sincerely yours,



STEVE L. WASERSTEIN

SLW/jp

Enc.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
MILSTAR CORPORATION**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **MILSTAR CORPORATION**.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at one time are one thousand (1,000) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 9509 Harding Avenue, Surfside, Florida, 33154.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be Steve Wasserstein and 500 E. Broward Blvd., Suite 1130, Ft. Lauderdale, Florida 33394, respectively.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation is Steve Wasserstein and his address is 19801 E. Country Club Dr., Apt. 605, Aventura, Florida 33180.

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

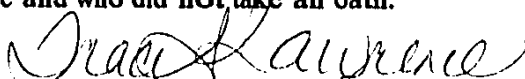
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of May, 1997.



STEVE WASERSTEIN, INCORPORATOR

**STATE OF FLORIDA
COUNTY OF BROWARD**

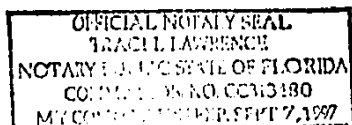
The foregoing instrument was acknowledged before me this 20th day of May, 1997 by Steve Wasserstein, who is personally known to me and who did not take an oath.



SIGNATURE OF NOTARY
Traci L. Lawrence

PRINTED NAME OF NOTARY
9/7/97

COMMISSION EXPIRES



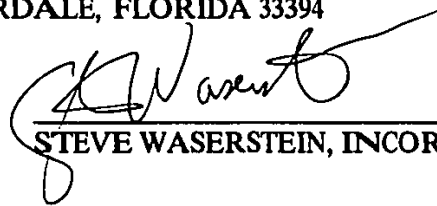
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **MILSTAR CORPORATION.**
2. The name and address of the registered agent and office is:

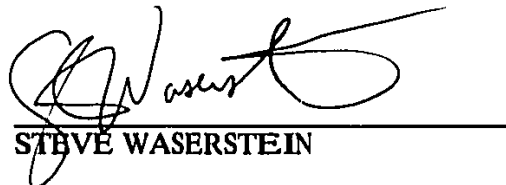
**STEVE WASERSTEIN
500 E. BROWARD BLVD.
SUITE 1130
FT. LAUDERDALE, FLORIDA 33394**



STEVE WASERSTEIN, INCORPORATOR

Dated this 20th day of May, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



STEVE WASERSTEIN

Dated this 20th day of May, 1997.