

12/17/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:48 AM

96000101478

(H96000101478)

TO: DIVISION OF CORPORATIONS

FAX #: (305)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FIRE STAR CONSULTANTS, INC.

AUDIT NUMBER.....H96000017604

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

help F1 Option Menu F2

NUM CAPS Connect: 00:21:37

RECEIVED

96 DEC 17 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/17/96
96000101478

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 17 AM 11:02

FILED

FILED
96 DEC 7 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
H96000017604

ARTICLES OF INCORPORATION
OF

FIRE STAR CONSULTANTS, INC.

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is FIRE STAR CONSULTANTS, INC. and its principal place of business is 900 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Donald A. Golden, Esquire
Florida Bar No. 278767
Wampler, Buchanan & Breen, P.A.
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131
Telephone: (305) 577-0044
Telefax: (305) 577-8545

H96000017604

H96000017604

ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be 7,500 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The initial registered agent of this Corporation and his address are as follows: Donald A. Golden, Esquire, 800 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have one (1) Director. The name and address of the initial Director are as follows:

H96000017604

H96000017604

NAME

R. Clayton Umbel

ADDRESS

11111 Biscayne Boulevard
Apt. No. 1755
Miami, Florida 33181

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows: Donald A. Golden, Esquire, 900 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

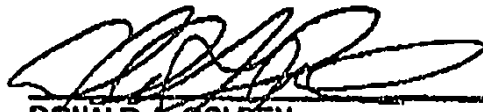
H96000017604

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 16th day of December, 1998.


DONALD A. GOLDEN
Incorporator

H96000017604

STATE OF FLORIDA)
 :
COUNTY OF DADE)

ss.

H96000017604

BEFORE ME the undersigned authority, personally appeared DONALD A. GOLDEN, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and he has freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

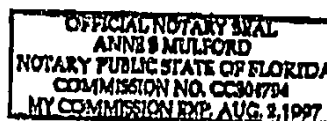
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 16th day of December, 1986.

NOTARY PUBLIC:

Sign: Anne S. Mulford

Print: ANNE S. MULFORD
State of Florida at Large

My Commission Expires:



H96000017604

H96000017604

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: FIRE STAR CONSULTANTS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Donald A. Golden, Esquire, located at 900 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.


DONALD A. GOLDEN
Registered Agent

DAGVIRESTARLART
(12/16/96-am)

H96000017604