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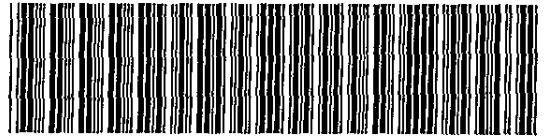
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BLAISE PICCHI, P.A.

ATTORNEY AT LAW

TELEPHONE (954) 462-0190

SUITE 205 • NORTHMARK BUILDING • 33 NORTHEAST 2ND STREET • FORT LAUDERDALE, FLORIDA 33301

December 15, 2003.

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: STAR AMERICAN, L.L.C.

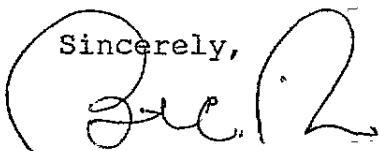
Enclosed please find our check in the amount of \$160.00 for the filing fee of the above Limited Liability Company. Also enclosed you will find the original and one copy of the Articles of Organization along with the Designation and Acceptance of the Registered Agent to that limited liability company.

Please return a certified copy of the articles of organization, a certificate of status, along with a receipt to our office at your earliest convenience.

Should there be any irregularity in this filing please contact our office by telephone, collect, to give us an opportunity to correct before returning the documents.

Your cooperation and assistance is appreciated.

Sincerely,



Blaise Picchi

BP/dw
encls:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
of
STAR AMERICAN, LIMITED LIABILITY COMPANY

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be STAR AMERICAN, LLC, and its principal office shall be located at 40 Hendricks Isle, Suite 7, in the City of Fort Lauderdale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges,

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TALLAHASSEE, FLORIDA

and immunities of limited liability companies.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company.

This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one manager. The name(s) and address of the person who shall serve until the first annual meeting of members or until a successor is elected and qualified is as follows:

**Alberto Spinelli
Suite 7, 40 Hendricks Isle
Fort Lauderdale, Florida 33301**

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1000 cash shall be paid to the limited liability

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company by the two(2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

a.) **Profit sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conduction the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members semi-annually on the anniversary date of the commencement of business.

b.) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist in perpetuity.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial principal office of the limited liability company is:

40 Hendricks Isle
Suite 7
Fort Lauderdale, Florida 33301

The name and address of the company's initial registered agent is:

Blaise Picchi, P.A.
Suite 205 Northmark Bldg.
33 Northeast 2nd Street
Fort Lauderdale, Florida 33301

THE UNDERSIGNED, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of STAR AMERICAN. LLC. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

10 **EXECUTED** by the undersigned at Fort Lauderdale, Broward County, Florida, on this day of January, 2003.

Alberto Spinelli
Alberto Spinelli

**CERTIFICATE OF APPOINTMENT AND ACCEPTANCE
OF THE REGISTERED AGENT OF
STAR AMERICAN, LLC**

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TALLAHASSEE, FLORIDA

The name and Florida street address of the Registered Agent of STAR AMERICAN, LLC is:

Blaise Picchi, P.A.
Suite 205 Northmark Bldg.
33 Northeast 2nd Street
Fort Lauderdale, Florida 33301

Having been named Registered Agent and to accept process for the above stated limited liability company at the place designated in the certificate, I hereby accept the appointment of 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 as provided in Chapter 608 FS.

Blaise Picchi, P.A.

BY: 

Blaise Picchi, Pres.
Registered Agent