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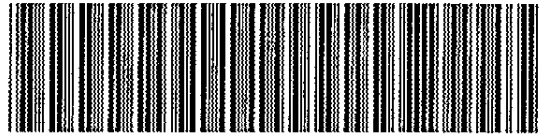
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

03 APR 30 PM 11:55

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JLH

April 26, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
(850) 245-6051

RE: ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY OF
AMERISTAR SERVICES, LC

Greetings,

Please register the Articles of Organization contained herein.

Enclosed is check N^o 620 in the amount of \$160.⁰⁰ for the following fees:

\$ 100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy
\$ 5.00 Certificate of Status

Sincerely,
Mitchell A. Bennett
AmeriStar Services, LC
2516 SE Anchorage Cove, H-1
PSL, FL 34952-6234

Tel: (772) 398-0337

ENCLOSURES: 2 copies of Articles of Organization

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
OF
AMERISTAR SERVICES, LC**

The undersigned subscriber to these Articles of Organization is a natural person competent to contract and hereby form a Company for profit under Florida § Chapter 608, and hereby adopts the following Articles of Organization.

ARTICLE 1 — NAME

The name of the Company is **AmeriStar Services, LC**, (hereinafter, "Company").

ARTICLE 2 — PURPOSE OF COMPANY

The Company shall engage in any activity or business permitted under the laws of the United States of America, the State of Florida and any international laws that are applicable.

ARTICLE 3 — PRINCIPAL OFFICE

The address of the principal office of this Company is

**AmeriStar Services, LC,
2516 SE Anchorage Cove, H-1
Port St. Lucie, FL 34952-6234**

and the mailing address is the same.

ARTICLE 4 — OFFICERS

The officers of the Company shall be:

President:	Mitchell A. Bennett
Vice-President:	Mitchell A. Bennett
Secretary:	Mitchell A. Bennett
Treasurer:	Mitchell A. Bennett

whose addresses shall be the same as the principal office of the Company.

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ARTICLE 5 — DIRECTOR(S)

Mitchell A. Bennett

whose addresses shall be the same as the principal office of the Company.

ARTICLE 6 — COMPANY CAPITALIZATION

- 6.1 The maximum number of shares that this Company is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 6.3 All holders of shares of common stock, upon the dissolution of the Company, shall be entitled to receive the net assets of the Company.
- 6.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any identical shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 6.5 The Board of Director(s) of the Company may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Company.
- 6.6 The Board of Director(s) of the Company may, by Restated Articles of Organization, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock..

ARTICLE 7 — SUB-CHAPTER S COMPANY

- 7.1 The shareholders of this Company may elect and, if elected, shall continue such election to be an S Company as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Company unanimously agree otherwise in writing.
- 7.2 After this Company has elected to be an S Company, none of the shareholders of this Company, without the written consent of all the shareholders of this Company shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Company, which will result in the termination or revocation of such election to be an S Company, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

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7.3 Once the Company has elected to be an S Company, each share of stock issued by this Company shall contain the following legend: "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Company to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 — SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Company may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Company and transferability of the shares of stock of the Company. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Company.

ARTICLE 9 — POWER OF COMPANY

The Company shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Organization.

ARTICLE 10 — TERM OF EXISTENCE

This Company shall have perpetual existence.

ARTICLE 11 — REGISTERED OWNER(S)

The Company, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Company as the owner thereto, for all purposes, and except as may be agreed in writing by the Company. The Company shall not be bound to reorganize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Company shall have notice thereof.

ARTICLE 12 — REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and address of registered office of this Company is

**Mr. Mitchell A. Bennett
AmeriStar Services, LC
2516 SE Anchorage Cove, H-1
Port St. Lucie, FL 34952-6234**

ARTICLE 13 — BYLAWS

The Board of Director(s) of the Company shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Company, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

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ARTICLE 14 — EFFECTIVE DATE

These Articles of Organization shall be effective on May 02, 2003, upon approval of the Secretary of State, State of Florida.

ARTICLE 15 — AMENDMENT

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, or in any amendment hereto, or to add any provision to these Articles of Organization or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida. All rights conferred upon shareholders in these Articles of Organization or any amendment hereto are granted subject to this reservation.

I have hereunto set my hand and filed the foregoing Articles of Organization under the laws of the State of Florida, this 28th day of April 2003. 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.



Mitchell A. Bennett,

Mitchell A. Bennett, having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in this certificate. I hereby accept the appointment as 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 for in Chapter 608, F.S.



Mitchell A. Bennett, Registered Agent

April 28, 2003

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