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N02000009797

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BASIC AMENDMENT

ASTAR CSC, INC.

Certificate of Status	1
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*Amended & Resubmitted
Art.*

10/03/03

Dr

October 2, 2003

ASTAR CSC, INC.
1304 SW 160TH AVE
PMB 631
FORT LAUDERDALE, FL 33326

SUBJECT: ASTAR CSC, INC.
REF: N02000009797

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000288352
Letter Number: 303A00054159

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ASTAR CSC, INC.**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

The amendments and restated Articles of Incorporation were adopted by the members and the number of votes cast for the amendments was sufficient for approval on the 1st day of October, 2003.

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is: **ASTAR CSC, Inc.**, (the "Corporation").

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue of Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act.

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Prepared by: Jeffrey A. Wood, Esq.
Bar No: 0869619
May, Meacham & Davell, P.A.
One Financial Plaza
Suite 2602
Fort Lauderdale, Florida 33394
(954) 763-6006

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Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the organization shall inure to the benefit of its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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Section 4.9. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4.10. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE V MEMBERS

Section 5.1. This Corporation is a non-profit, non-stock corporation, and shall have a membership whose admission and qualifications shall be determined from time to time by the Board of Directors.

ARTICLE VI DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors are present. The affirmative vote of any three (3) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws:

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<u>Name</u>	<u>Address</u>
Margaret Wolter, President & Secretary	393 Carrington Drive Weston, Florida 33326
Mary Levinson, Treasurer	1217 Southeast 3 rd Ave. Fort Lauderdale, Florida 33316
Cindy Parsons, Vice President	440 NE 17 th Way Fort Lauderdale, FL 33301
Zorica Troup, Board Member	1702 Royal Grove Way Weston, FL 33327
Lucille Hill, Board Member	3210 NW 16 th Street Fort Lauderdale, FL 33311

**ARTICLE VII
ADDRESS**

Section 7.1. The street address of the principal office of this corporation in the State of Florida is

9042 State Road 84
Davie, Florida 33324

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

**ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Jeffrey S. Wood	c/o May, Meacham & Davell, P.A. One Financial Plaza Suite 2602 Fort Lauderdale, Florida 33394

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**ARTICLE IX
AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X
BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI
INCORPORATOR**

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Margaret Wolter	9042 State Road 84 Davie, Florida 33324

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of October, 2003.

PRESIDENT AND SECRETARY


Margaret Wolter

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

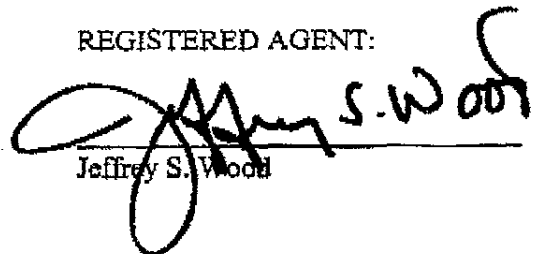
In pursuance of Section 48.091 and Section ⁶¹⁷607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

ASTAR CSC, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named Jeffrey S. Wood, located at c/o May, Meacham & Davell, P.A., One Financial Plaza, Suite 2602, Fort Lauderdale, Florida 33394, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:


Jeffrey S. Wood

Date: October 1st, 2003