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LEONARD H. BAIRD, JR.

ATTORNEY AT LAW

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CLERMONT, FLORIDA 34712-1066

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TELECOPIER (352) 394-0180

February 20, 2004

Attention: Ms. Tammy Hampton
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: STARS COMPANY GUILD, INC.

Dear Ms. Hampton:

Enclosed for filing are original Articles Of Dissolution and Articles Of Organization along with my check in the amount of \$122.50 representing the following:

Articles Of Dissolution

Dissolution Fee-----\$ 35.00

Certified Copy-----8.75

TOTAL-----43.75

~~Articles Of Organization~~

Filing Fee-----35.00

Certified Copy-----8.75

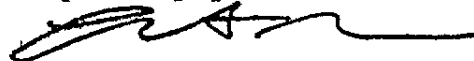
Registered Agent Designation-----35.00

TOTAL-----78.75

TOTAL AMOUNT-----\$122.50

Please forward certified copies to me at your earliest convenience in the enclosed UPS overnight envelope.

Very truly yours,



LEONARD H. BAIRD, JR.

LHB/hyr

Enclosures

UPS Overnight

AFFIDAVIT

STATE OF FLORIDA)

: SS.

COUNTY OF LAKE)

Before me, the undersigned authority, personally appeared
SHERRY R. DAUGHERTY, who being first duly sworn by me, says on oath
that:

1. She was one of the original incorporators of Stars Company
Guild, Inc., a Florida corporation, Document Number P03000140421.

2. The subject corporation documents were in error as it was
intended to be a non-profit corporation.


3. An application to dissolve the subject corporation has
been filed in order to file incorporation documents for STARS
COMPANY GUILD, INC., a corporation not for profit.

4. Affiant, on behalf of the subject corporation, hereby
releases and abandons the name and consents to the incorporation of
STARS COMPANY GUILD, INC., a corporation not for profit.

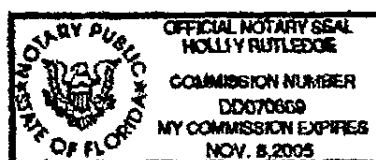
Dated this 24th day of February 2004.

Sworn to and subscribed before me this 24th day of February

--2004.


SHERRY R. DAUGHERTY
10921 Cherry Lake Road
Clermont, Florida 34711


Notary Public



ARTICLES OF INCORPORATION

FILED

OF

04 FEB 23 PM 4:25

STARS COMPANY GUILD, INC.
(a corporation not for profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is STARS COMPANY GUILD, INC.,
and its principal office and mailing address is:

16207 SR 50, Suite 103 and Suite 104
Clermont, Florida 34711.

ARTICLE II - PURPOSE

The purpose for which the organization is organized are
exclusively religious, charitable, scientific, literary and
educational within the meaning of section 501(c)(3) of the
Internal Revenue Code of 1986 or the corresponding of any future
United States Internal Revenue Law.

ARTICLE III - ACTIVITIES

Notwithstanding any other provision of these articles, this
organization shall not carry on any activities not permitted to
be carried on by an organization exempt from Federal income tax
under section 501(c)(3) of the Internal Revenue Code of 1986 or
the corresponding provision of any future United States Internal
Revenue law.

ARTICLE IV - TERMINATION

Upon 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 of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the organization is then located, exclusively for such purpose.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 16207 SR 50, Suite 103 and Suite 104, Clermont, Florida 34711. The name of the initial Registered Agent of this corporation at that address is: MARGARET SHERYL GILLILAND.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 2 or more than 5. The manner of elections of directors shall be stated in the By-Laws. Qualification and manner of admission of members shall be stated in the By-Laws.

ARTICLE VII - INCORPORATORS

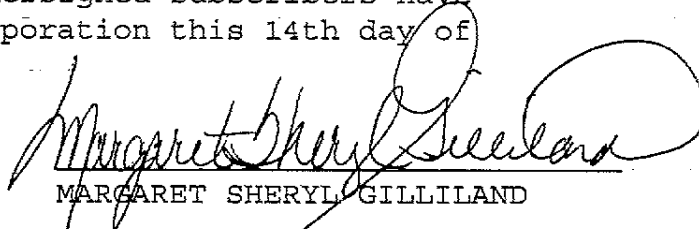
The names and addresses of the persons signing these

Articles are:

MARGARET SHERYL GILLILAND-President 9221 Sam's Lake Road
Clermont, Florida 34711

SHERRY R. DAUGHERTY-Secretary 10921 Cherry Lake Road
Clermont, Florida 34711

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles Of Incorporation this 14th day of
January, 2004.

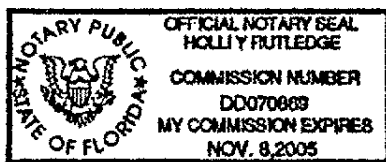

MARGARET SHERYL GILLILAND

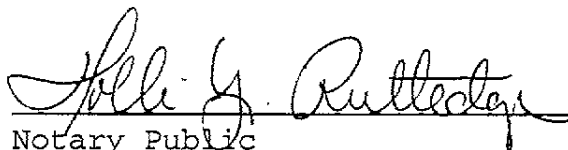

SHERRY R. DAUGHERTY

STATE OF FLORIDA)
: SS.
COUNTY OF LAKE)

BEFORE ME, a Notary Public duly authorized to take
acknowledgments in the State and County named above, personally
appeared MARGARET SHERYL GILLILAND and SHERRY R. DAUGHERTY, known
to me and known by me to be the persons who executed the
foregoing Articles Of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County named above 14th day of
January, 2004.




Notary Public

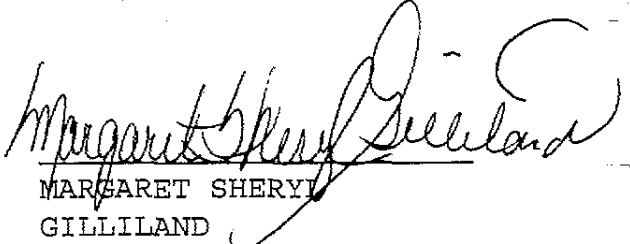
APPOINTMENT OF REGISTERED AGENT

The Division of Corporations of the Department of State uses the following form to designate the Resident Agent:

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First-STARS COMPANY GUILD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Clermont, State of Florida, has named MARGARET SHERYL GILLILAND, 9221 Sam's Lake Road, Clermont, Florida 34711, as its agent to accept service of process within Florida.

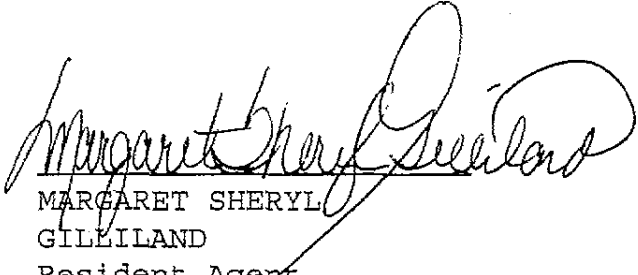
Signature: 

MARGARET SHERYL
GILLILAND
Corporate Officer

Title: President

Date: January 14, 2003

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.

Signature: 

MARGARET SHERYL
GILLILAND
Resident Agent

Date: January 14, 2003