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FLORIDA PROFIT CORPORATION OR P.A.

NORTHSTAR FINANCE CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 12, 2000

ATLAS PEARLMAN, P.A.

SUBJECT: NORTHESTAR FINANCE CORP.
REF: W00000012499

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**ARTICLES OF INCORPORATION
OF
NORTHSTAR FINANCE CORP.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: NORTHSTAR FINANCE CORP.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

KENNETH P. WURTENBERGER, ESQ., FLA. BAR #177004
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.0001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Kenneth P. Wurtenberger
350 E. Las Olas Boulevard, Suite 1700
Ft. Lauderdale, FL 33301

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Kenneth P. Wurtenberger, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

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**ARTICLE IX
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

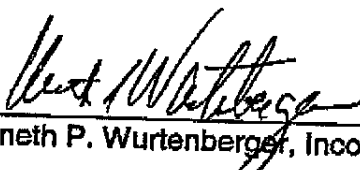
**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 11th day of May 2000.


Kenneth P. Wurtenberger, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

NORTHSTAR FINANCE CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, has named Kenneth P. Wurtenberger, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Kenneth P. Wurtenberger

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