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June  
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27, 2000

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Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of STAR ENERGY, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,

*Matthew S. Holsombach*

Matthew S. Holsombach

FILED  
00 JUN 29 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

STAR ENERGY, INC.

ARTICLE I. NAME

The name of this corporation is  
STAR ENERGY, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of  
\$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or series  
as that which he already holds, shall have the right to  
purchase his pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

FILED  
00 JUN 29 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 441 Thomas Drive, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is MATTHEW S. HOLSOMBACH.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

MATTHEW S. HOLSOMBACH  
441 Thomas Drive  
Melbourne, Florida 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 441 Thomas Drive, Melbourne, Florida 32935, and the mailing address of the corporation is 441 Thomas Drive, Melbourne FL 32935.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

MATTHEW S. HOLSOMBACH  
441 Thomas Drive  
Melbourne, Florida 32935

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 27th day of June, 2000.

Matthew S. Holsombach  
MATTHEW S. HOLSOMBACH

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MATTHEW S. HOLSOMBACH to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27th day of June, 2000.

A. Renee McCrary  
Notary Public



A. Renee McCrary  
MY COMMISSION # CC657294 EXPIRES  
June 19, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
00 JUN 29 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

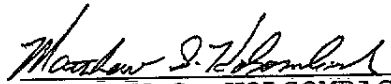
DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That STAR ENERGY, INC., desiring to organize under  
Statutes of the State of Florida, with its principal office  
at 441 Thomas Drive, Melbourne, Florida 32935, has named  
MATTHEW S. HOLSOMBACH, located at 441 Thomas Drive,  
Melbourne, Florida 32935, 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, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
MATTHEW S. HOLSOMBACH  
Registered Agent