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June 29, 2000

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

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*****78.75 *****78.75

Subj: Incorporation of All-Star Academy, Inc.

Dear Sir:

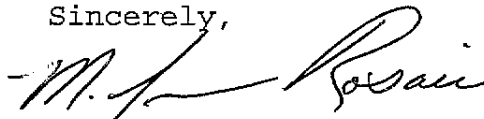
Enclosed please find the following:

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,



M. JOAN ROSACI

RECEIVED
TALLAHASSEE, FLORIDA

00 JUL -5 AM 9:27

FILED

T. Buron JUL 7 - 2000

FILED

00 JUL -5 AM 9:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

All-Star Academy, Inc.

ARTICLE I. NAME

The name of this corporation is

All-Star Academy, 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.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1765 Sandycreek La., Malabar, Florida 32950, and the name of the initial registered agent of this corporation at that address is M. JOAN ROSACI.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three 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 one. The names and addresses of the initial directors of this corporation are:

M. JOAN ROSACI
1765 Sandycreek La.
Malabar, FL 32950

SANDRA SCHUPP
1655 Amberjack Cir.
Merritt Island, FL 32952

WILLIAM SCHUPP
1655 Amberjack Cir.
Merritt Island, FL 32952

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 455 Stan Dr., W. Melbourne, Florida 32904, and the mailing address of the corporation is 455 Stan Dr., W. Melbourne, FL 32904.

ARTICLE IX. INCORPORATOR

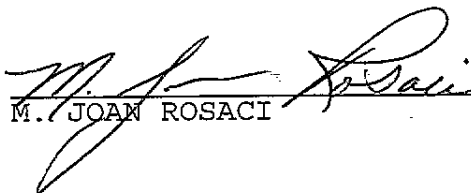
The name and address of the person signing these articles are:

M. JOAN ROSACI
1765 Sandycreek La..
Malabar, Florida 32950

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 29th day of June, 2000.



M. JOAN ROSACI

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 M. JOAN ROSACI 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 she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 29th day of June, 2000.

FL/AL
Marsha Pennington Rosaci


Notary Public



A. Renee McCrary
MY COMMISSION # CG657294 EXPIRES
June 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

00 JUL -5 AM 9:27

DESIGNATION _____
AS
REGISTERED AGENT

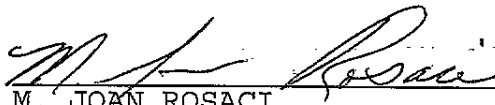
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That All-Star Academy, Inc., desiring to organize under Statutes of the State of Florida, with its principal office at 455 Stan Dr., W. Melbourne, Florida 32904, has named M. JOAN ROSACI, located at 1765 Sandycreek La., Malabar, Florida 32950, 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.


M. JOAN ROSACI
Registered Agent