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REFERENCE : 880216 5236A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : October 30, 2000

ORDER TIME : 4:11 PM

ORDER NO. : 880216-005

CUSTOMER NO: 5236A

CUSTOMER: Robert A. Dittman, Esq.
Spinner Dittman Federspiel &
Dowling
151 Northwest 1st Avenue

100003445291--1

Delray Beach, FL 33444

DOMESTIC FILING

NAME: NORTHSTAR INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

JP 10/31/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 PM 4:42

RECEIVED
00 OCT 30 PM 4:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 30 PM 4:42

**ARTICLES OF INCORPORATION
OF
NORTHSTAR INTERNATIONAL, INC.**

ARTICLE I

The name of this corporation is NORTHSTAR INTERNATIONAL, INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

The rights relative to the shares of common stock shall be as follows:

1. Voting Rights:

Every share of common stock shall be entitled to vote on all general matters submitted to the vote of the Shareholders and in the election of Directors.

2. Dividend Rights:

Every share of common stock shall be entitled to such dividends, in cash or in kind, as may be declared, from time to time, by the Board of Directors, out of funds legally available for such purpose.

3. Preemptive Rights:

Every Shareholder, upon the sale for cash of any unissued shares of stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share of unissued shares at the price at which it is offered to others.

4. Liquidation Rights:

In the event of liquidation or dissolution of the corporation, every share of common stock shall participate prorata, in the assets of the corporation available for distribution, whether such liquidation or dissolution is voluntary or involuntary.

ARTICLE V

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 prorata share thereof at the price at which it is offered to others.

ARTICLE VI

The initial principal office or mailing address of the corporation shall be 4400 North Federal Highway, Suite 210, Boca Raton, Florida 33431, the street address of the initial registered office of the corporation is 151 N.W. First Avenue, Delray Beach, Florida 33444, and the name of the initial registered agent of the corporation is ROBERT A. DITTMAN.

ARTICLE VII

Management of this corporation shall be by the Board of Directors which shall consist, initially, of one Director. The number of Directors may be increased or decreased 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 is:

JOSEPH A. BREMONT
3101 S.W. 34th Ave., Apt 905
Ocala, FL 34474

The initial Director of this corporation shall hold office for the first year of existence of the corporation or until his successors are elected, whichever occurs first.

ARTICLE VIII

The name and address of the person signing these Articles is:

JOSEPH A. BREMONT
3101 S.W. 34th Ave., Apt 905
Ocala, FL 34474

ARTICLE IX

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the Shareholders, with the act of the Shareholders to control over any inconsistent act of the Directors.

ARTICLE X

The Shareholders of this corporation shall not be entitled to remove any Director from office during his term without cause therefor.


ARTICLE XI

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XII

These Articles of Incorporation and/or any amendment hereto may be amended in whole or part in the manner specified by the Florida Business Corporation Act.

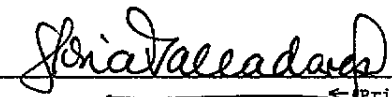
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of October, 2000.



Joseph A. Bremont

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was sworn to, subscribed and acknowledged before me by JOSEPH A. BREMONT this 25th day of October, 2000. JOSEPH A. BREMONT is personally known to me or, if not, has produced Florida driver's license No. B655-481-38-411-0 as identification.



(Print Name)
Notary Public
Commission No.:
My commission expires:

[SEAL]



**CERTIFICATE OF
DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT FOR SERVICE OF PROCESS
OF
NORTHSTAR INTERNATIONAL, INC.**


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 30 PM 4:42

Pursuant to Chapters 607 and 48, Florida Statutes, the undersigned Incorporator of NORTHSTAR INTERNATIONAL, hereby certifies as follows:

1. That the registered office of such corporation shall be and same is located at 151 N.W. First Avenue, Delray Beach, FL 33444.

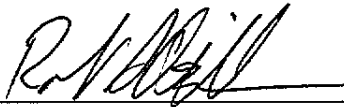
2. That the Registered Agent for service of process of such corporation shall be and same is ROBERT A. DITTMAN.



JOSEPH A. BREMONT
Incorporator

ACKNOWLEDGMENT

Having been named Registered Agent for service of process of the above stated corporation, at the place designated in this Certificate, I hereby accept such appointment, acknowledge that I am familiar with and accept the obligations of that position, and agree to comply with all provisions of law relative to keeping open said office.

By: 

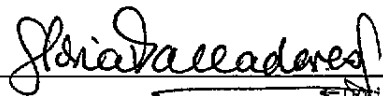
ROBERT A. DITTMAN
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 25TH day of October, 2000, by ROBERT A. DITTMAN, who is personally known to me or, if not, has produced Florida driver's license No. _____ as identification.

[SEAL]





(Print Name)
Notary Public
Commission No.:
My commission expires: