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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
00 NOV 27 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: FIVE STAR MANAGEMENT, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CASWALL A. HART, ESQ.  
Name (Printed or typed)

P.O. BOX 310057  
Address

9000003476769--0  
-11/28/00--01021--006  
\*\*\*\*131.25 \*\*\*\*\*87.50

MIAMI, FL 33231  
City, State & Zip

305-895-7930  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

02/11/29

**ARTICLES OF INCORPORATION**  
**OF**

**FIVE STAR MANAGEMENT, INC.**

The undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of this corporation is:

**FIVE STAR MANAGEMENT, INC.**

**ARTICLE II. PRINCIPLE OFFICE AND MAILING ADDRESS**

The principal place of business of the Corporation shall be in Broward County, Florida  
at:

215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

The mailing address of the Corporation shall be in Broward County, Florida at:

215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

The Board of Directors, from time to time, may move the principal place of business to any other County and/or address in the State of Florida and may also have lesser offices at such other places, within or outside the state, that the Board determines are beneficial or the business needs of the corporation require.

**ARTICLE III. NATURE OF BUSINESS**

The corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation shall have the authority to issue is two million (2,000,000) shares of Common Stock, having par value of \$1.00 each.

**ARTICLE V. TERM OF EXISTENCE**

The Corporation is formed to exist perpetually.

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**ARTICLE VI. REGISTERED AGENT INITIAL REGISTERED OFFICE**

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

VINCENZO APA  
215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

**ARTICLE VII. INCORPORATOR**

The names and street address of the persons signing these articles of incorporation as the Incorporators are:

CASWALL A. HART  
1101 BRICKELL AVENUE  
P.O. BOX 310051  
MIAMI, FLORIDA 33231

VINCENZO APA  
215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

**ARTICLE VIII. BOARD OF DIRECTORS**

This Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

**ARTICLE IX. INITIAL DIRECTOR(S)**

The name of the initial directors of this Corporation and street addresses are:

LEO C. ZEFFERETTI  
3840 E. LAKE ESTATES DRIVE  
DAVIE, FLORIDA 33328

CASWALL A. HART  
1101 BRICKELL AVENUE  
P.O. BOX 310051  
MIAMI, FLORIDA 33231

VINCENZO APA  
215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

ROCCO MALLARDI  
215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

The persons named as initial directors shall hold office until a successor is elected or appointed and qualified. Each director shall hold twenty five percent (25%) of the shares of this Company.

#### **ARTICLE X. INITIAL OFFICER(S)**

The name(s) and street address(es) of the initial Officer(s) for the Corporation is:

LEO C. ZEFERETTI  
*Chairman of the Board of Directors*  
3840 E. LAKE ESTATES DRIVE  
DAVIE, FLORIDA 33328

VINCENZO APA  
*President & Chief Executive Officer*  
215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

CASWALL A. HART  
*Secretary & General Counsel*  
1101 BRICKELL AVENUE  
P.O. BOX 310051  
MIAMI, FLORIDA 33231

ROCCO MALLARDI  
*Vice President & Operations Manager*  
215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

#### **ARTICLE XI. AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

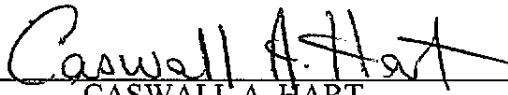
#### **ARTICLE XII. OPTIONAL PROVISIONS**

1. The initial directors stated herein, LEO C. ZEFERETTI, VINCENZO APA, CASWALL A. HART, and ROCCO MALLARDI are the shareholders of this Company and each will own initially twenty five percent (25%) of the Company's stock.

2. Each shareholder has the right to sell, assign or otherwise transfer any portion or all of his shares. However, if a shareholder decides to exercise his right to sell, assign or otherwise transfer any portion or all of his shares, the remaining shareholders have the right of first refusal to acquire said shares and said right is expressly reserved by these Articles of Incorporation, pursuant to § 607.0630(4) of the Florida Statutes. The right of first refusal stated in this paragraph 2 does not apply to transfers classified as gifts to family members under relevant sections of the IRS Code and relevant sections of Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20th day of November, 2000.

  
VINCENZO APA  
*President & Chief Executive Officer;*  
Incorporator

  
CASWALL A. HART  
*Secretary & General Counsel;*  
Incorporator

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MAIMI-DADE)


BEFORE ME, the undersigned authority, a Notary Public authorized to take acknowledgements in the State of Florida and the County set forth above, personally appeared

CASWALL A. HART and VINCENZO APA

known to me to be the persons described in and 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 aforesaid, this 20 day of November, 2000.

  
Signature of Notary Public

 Robin Tallaferra  
My Commission CC949875  
Expires June 27 2004

Printed, typed or stamped name, and  
Serial Number of Notary Public:  
My Commission expires:  
Notary Public, State of Florida.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND  
REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF F.S. § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **FIVE STAR MANAGEMENT, INC.**
2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:

VINCENZO APA  
215 NORTH FEDERAL HIGHWAY  
HALLANDALE, FLORIDA 33009

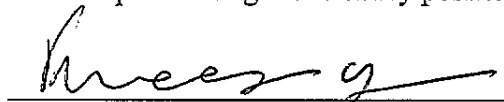
3. The street address of the Registered Office and the street address of the Registered Agent are identical.

  
VINCENZO APA  
President & Chief Executive Officer

  
CASWALL A. HART  
Secretary & General Counsel

**ACKNOWLEDGEMENT:**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
VINCENZO APA  
REGISTERED AGENT.  
November 20, 2000

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