



PO1000028398

April 23, 2001

Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

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-04/25/01--01081--026
*****43.75 *****43.75

**Re: CreditStar Corporation
Document No. P01000028398**

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation together with Check No. 10971 in the amount of \$43.75 in payment for the following:

Filing fee	\$35.00
Certified copy	8.75

Please return the certified copy to:

Michele M. Mueller
MidCoast Credit Corp.
1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

Very truly yours,

Michele M. Mueller

Michele M. Mueller
Legal Administrator

/mmm
Enclosures

FILED
01 MAY 25 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN MAY 30 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 4, 2001

MICHELE M. MUELLER
MIDCOAST CREDIT CORP.
1926 10TH AVENUE NORTH, SUITE 400
LAKE WORTH, FL 33461

SUBJECT: CREDITSTAR CORPORATION
Ref. Number: P01000028398

We have received your document for CREDITSTAR CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 301A00026466

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CREDITSTAR CORPORATION**

FILED
01 MAY 25 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is CreditStar Corporation, whose address is 1926 Tenth Avenue North, Suite 400, Lake Worth, FL 33461.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of No Par value common stock which shall be designated "Common Shares".

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1926 Tenth Avenue North, Suite 400, Lake Worth, FL 33461 and the name of the initial registered agent of this corporation is Olga E. Parra.

ARTICLE VI: 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 by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Michael E. Bernstein
1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

Stephen B. Kass
549 Ninth Street
Santa Monica, CA 90402

Honora Shapiro
1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

ARTICLE VII: INCORPORATOR

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

Michael E. Bernstein
1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

ARTICLE VIII: INDEMNIFICATION

This corporation shall indemnify any employee, officer or director, or any former employee, officer or director, to the full extent permitted by law, including current payment for litigation defense for all actions brought against any employee, director or officer where any allegation made shall include actions taken or alleged to have been taken by the employee, officer or director in his/her capacity as an employee, officer or director, as the case may be.

ARTICLE IX: AMENDMENT

This corporation reserves the right, by unanimous shareholder vote, to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The Amended and Restated Articles of Incorporation were approved by the shareholders. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

The date of adoption of each amendment is March 20, 2001.

Signed this 20th day of March, 2001.

A handwritten signature in cursive script that reads "Michael Bernstein".

MICHAEL E. BERNSTEIN, Executive Vice President