

JACOBS & ASSOCIATES, P.A.

ATTORNEYS AT LAW

401 CENTRE STREET

THE HISTORIC POST OFFICE BUILDING

SECOND FLOOR

FERNANDINA BEACH, FLORIDA 32034

TELEPHONE (904) 261-3693

April 10, 2001

ARTHUR I. JACOBS

LANNY M. RAUER

LISA G. SATCHER

OF COUNSEL

E. CLINCH KAVANAUGH

MAILING ADDRESS

POST OFFICE BOX 1110

FERNANDINA BEACH, FL 32035-1110

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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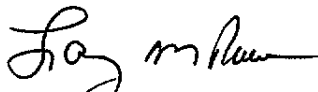
Re: **StarDancer-Star Corp.**

Dear Sir:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed for the filing of same.

Please file the original of the enclosed Articles of Incorporation and return a stamped copy to the undersigned.

Sincerely yours,


Lanny M. Rauer

LMR:mfa

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLES OF INCORPORATION
OF
STARDANCER-STAR CORP.**

The undersigned, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I

Name & Address

The name of this Corporation shall be:

STARDANCER-STAR CORP.

The place of business shall be located at:

150-153rd Street, Suite 301
Madeira Beach, FL 33708

ARTICLE II

Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE III

Purpose

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 500 shares of common stock, each with a par value of \$1.00.

ARTICLE V

Owners

This corporation shall initially have three directors. The number of directors may be increased by an appropriate amendment to the Bylaws of the Corporation, but shall never be less than one. The Directors shall serve until their successors shall be elected/appointed at the first meeting of the stockholders. The names and mailing addresses of the initial board of directors are as follows:

Samuel Gray
150-153rd Street, Suite 301
Madeira Beach, FL 33708

Marilyn Gray
150-153rd Street, Suite 301
Madeira Beach, FL 33708

Lanny M. Rauer
401 Centre Street, 2nd Floor
Fernandina Beach, FL 32034

ARTICLE VI

Incorporator

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

Lanny M. Rauer
401 Centre Street, 2nd Floor
Fernandina Beach, Florida 32034

ARTICLE VII

Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act,

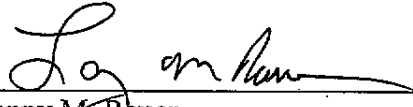
regarding the corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided by §607.0831, Florida Statutes (1990).

ARTICLE IX

Amendment

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

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this April 10, 2001.



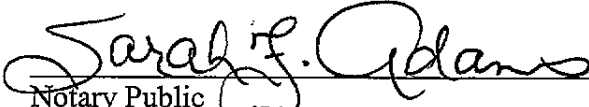
Lanny M. Rauer

STATE OF FLORIDA

COUNTY OF Nassau

BEFORE ME, the undersigned authority, personally appeared **Lanny M. Rauer** who being personally known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this April 10, 2001.



Notary Public
My commission expires



Jacobs & Associates, P. A.
P. O. Box 1110
Fernandina Beach, Florida 32035-1110
Florida Bar No. 108249

CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED

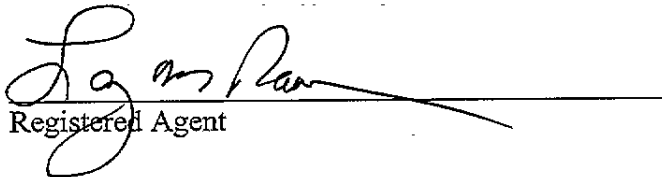
In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

STARDANCER-STAR CORP. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 150-153rd Street, Suite 301, Madeira Beach, FL 33708, has named **Lanny M. Rauer** as its registered agent to accept service of process within this state, who is located at the following registered office:

Lanny M. Rauer
401 Centre Street, 2nd Floor
Fernandina Beach, FL 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.


Registered Agent

Jacobs & Associates, P. A.
P. O. Box 1110
Fernandina Beach, Florida 32035-1110
Florida Bar No. 186899