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AUTHORIZATION :

*Patricia Pigato*

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2001 MAY 11 PM 2:30  
SECRETARY OF STATE  
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ORDER DATE : May 11, 2001

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ORDER NO. : 147335-005

CUSTOMER NO: 81181A

CUSTOMER: Alan L. Gabriel, Esq  
Alan L. Gabriel, Esq

Penthouse E  
2455 E. Sunrise Blvd.  
Ft. Lauderdale, FL 33304

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NAME: STAR COVERS PLUS, INC.

EFFECTIVE DATE:

800004212788--8

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

*g 5/11/01*

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TALLAHASSEE FLORIDA

# ARTICLES OF INCORPORATION

OF

## STAR COVERS PLUS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business corporation act, adopt(s) the following Articles of Incorporation for such corporation:

### ARTICLE I.

#### NAME

The name of the corporation shall be Star Covers Plus, Inc.

### ARTICLE II.

#### PRINCIPAL OFFICE/MAILING ADDRESS

The mailing and street address of the principal office of the corporation is 4611 SW 44<sup>th</sup> Avenue, Fort Lauderdale, FL 33314.

**ARTICLE III.**

**CAPITAL STOCK**

The aggregate number of shares that the Corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE IV.**

**REGISTERED AGENT**

The corporation has designated as its Registered Agent, M.A. Wallinger. The mailing address of the initial registered office of the corporation shall be 4611 SW 44<sup>th</sup> Avenue, Fort Lauderdale, FL 33314.

**ARTICLE V.**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI.**

**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares

outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE VII.**

#### **OFFICERS AND DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) directors, initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the corporation's articles of incorporation or the by-laws, but shall never be less than one. The name and street address of the initial members of the Board of Directors and officers of the corporation are:

#### **DIRECTOR, PRESIDENT and SECRETARY:**

M.A. Wallinger  
4611 SW 44<sup>th</sup> Avenue  
Fort Lauderdale, FL 33314

**DIRECTOR, VICE PRESIDENT and TREASURER:**

Diane Crankshaw Wallinger  
4611 SW 44<sup>th</sup> Avenue  
Fort Lauderdale, FL 33314

**ARTICLE VIII.**

**INCORPORATORS**

The name and mailing address of the incorporator(s) to these Articles of  
Incorporation is:

M. A. Wallinger  
P. O. Box 737  
Angola, IN 46703

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10<sup>th</sup> day of May,  
2001.

Witnesses:

Sign Kathleen S. Clark  
Print KATHLEEN S. CLARK

Sign Alan L. Gabriel  
Print ALAN L. GABRIEL

Sign M. A. Wallinger  
Print M. A. WALLINGER

**ACCEPTANCE OF REGISTERED AGENT**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, M. A. Wallinger, being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

EXECUTED this 10<sup>th</sup> day of May, 2001.

  
M. A. WALLINGER

44601ARTICLES