

# PO1 000085928

## BASS & CHERNOFF

Attorneys at Law  
The Moorings Professional Building  
2335 Tamiami Trail North, Suite 409  
Naples, Florida 34103-4459

bass-chernoff@worldnet.att.net

Raymond L. Bass, Jr., Esq.  
Trial Practice  
Construction Law  
Personal Injury & Wrongful Death

Fax  
(941) 262-4025

Holly B. Chernoff, Esq.  
Family Law Practice  
Certified Family Law Mediator  
Real Estate & Title Insurance  
Estate Planning & Probate Administration

Telephone  
(941) 262-4555

May 16, 2001

Florida Department of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

200004270732--1  
-05/18/01--01045--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

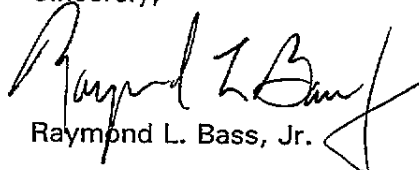
RE: STAR TRAINERS, INC.

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of proposed Articles of Incorporation for the subject corporation. Also enclosed is this firm's check in the amount of \$70.00 to cover the filing fee.

Thank you for your time which has been given to this matter.

Sincerely,

  
Raymond L. Bass, Jr.

RLB/ftz  
Enclosures as stated

FILED  
01 AUG 30 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

75MTH AUG 30 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 24, 2001

BASS & CHERNOFF  
THE MOORINGS PROFESSIONAL BLDG  
2335 TAMiami TR N, STE 409  
NAPLES, FL 34103-4459

SUBJECT: STAR TRAINERS, INC.  
Ref. Number: W01000011919

We have received your document for STAR TRAINERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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) 487-6927.

Tracy Smith  
Document Specialist  
New Filing Section

Letter Number: 101A00032141

**ARTICLES OF INCORPORATION**  
**FOR**  
**STAR TRAINERS INTERNATIONAL, INC.**

FILED  
01 AUG 30 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these articles of incorporation as follows:

**ARTICLE I - NAME**

The name of the corporation is STAR TRAINERS INTERNATIONAL, INC.

**ARTICLE II - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by said corporation shall be and is as follows:

A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.

B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.

C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and else where in the United States or any of its territories, or in any foreign country.

D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporation purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or

pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of the general corporation laws of the State of Florida, or implied by the reasonable construction of the said laws.

#### ARTICLE IV - STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with the par value of one (\$1.00) per share.

#### ARTICLE V - MINIMUM CAPITAL

The corporation will begin business with Five Hundred (\$500.00) Dollars as minimum capital contributed by the incorporators.

#### ARTICLE VI - DIRECTORS

There shall be two (2) member(s) of the initial board of directors of the corporation. The number of directors shall be otherwise established in the by-laws. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

Acey L. Edgemon  
85 Dolphin Circle  
Naples, FL 34113-4017

Ricardo Rivas  
3435 Tenth Street North, Suite 303  
Naples, FL 34103

#### ARTICLE VII - INCORPORATORS

The name and business address of the incorporator of these articles of incorporation is:

Raymond L. Bass, Jr., Esq.  
Moorings Professional Building, Suite 409  
2335 Tamiami Trail North  
Naples, FL 34103-4459

#### ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this corporation with another corporation shall require the holders of at least fifty-one (51%) percent of the issued and outstanding shares of each class of stock in the corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

#### ARTICLE IX - BYLAWS

The bylaws of the corporation are to be made, altered or rescinded by the approval by the directors of the corporation holding at least fifty-one (51%) percent of the outstanding

stock, together with the approval by the shareholders of the corporation holding at least fifty-one (51%) percent of the outstanding stock.

#### ARTICLE X - AMENDMENTS TO ARTICLES

These articles of incorporation may be amended by the act of the directors of the corporation, with such directors holding at least fifty-one (51%) percent of the outstanding stock of the corporation, together with the approval by the shareholders of the corporation holding at least fifty-one (51%) percent of the outstanding stock.

#### ARTICLE XI - SECTION 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without complying with any written shareholder agreement. If no such agreement exists, then a selling shareholder must first make it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the bylaws of this corporation.

#### ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

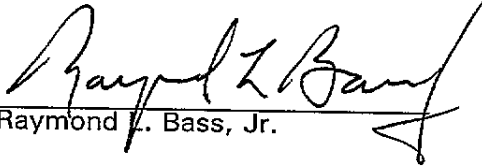
The street address of the initial registered office of the corporation is The Moorings Professional Building, 2335 Tamiami Trail North, Suite 409, Naples, FL. The name of the initial registered agent of the corporation at that address is RAYMOND L. BASS, JR.

#### ARTICLE XV-CORPORATION'S PRINCIPAL OFFICE

The principal office and mailing address for Star Trainers International, Inc. is:

3435 Tenth Street North  
Suite 303  
Naples, FL 34103

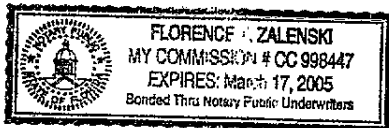
IN WITNESS WHEREOF, I have hereunto set our hands and seals on this 29<sup>th</sup> day of May, 2001.

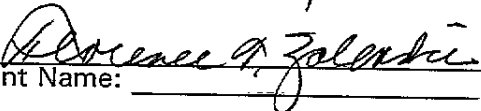
  
Raymond L. Bass, Jr.

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared Raymond L. Bass, Jr., known to me personally, who, after being sworn and under oath given by me, executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 29<sup>th</sup> day of August, 2001.



  
Print Name: \_\_\_\_\_

Seal: \_\_\_\_\_  
Commission No. \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034 Florida Statutes, the following is submitted:

FIRST: That STAR TRAINERS INTERNATIONAL, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Naples, Florida, has named RAYMOND L. BASS, JR., ESQ., whose daily office address is The Moorings Professional Building, 2335 Tamiami Trail North, Suite 409, Naples, FL, 34103 as its agent to accept service of process within Florida.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

August 29, 2001  
Date

BY: Raymond L. Bass, Jr.  
RAYMOND L. BASS, JR.  
Resident Agent

FILED  
01 AUG 30 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA