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LAW OFFICES

PETER A. COHEN, P.A.

PROFESSIONAL ASSOCIATION

19 WEST FLAGLER STREET

SUITE 810

MIAMI, FLORIDA 33130

PETER A. COHEN

TELEPHONE (305) 358-9251

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August ²⁷~~25~~, 2001

Secretary of State
Capitol Building
Tallahassee, FL 32304

Attn: Corporate Division

RE: Windstar Enterprises

Ladies/Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation, together with an executed Resident Agent form. Also enclosed is a check in the amount of \$70.00 to cover the cost of filing, charter tax, and resident agent's fee. Please return a file stamped copy of the Articles to the undersigned at the address listed below.

Very truly yours,

PETER A. COHEN, P.A.

By:


Peter A. Cohen, Esq.

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EFFECTIVE DATE
8-27-01

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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W-20477

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ARTICLES OF INCORPORATION
OF
WINDSTAR ENTERPRISES, INC.

FILED
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TALLAHASSEE, FLORIDA
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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

EFFECTIVE DATE
8-27-01

ARTICLE I - NAME

The name of the corporation is WINDSTAR ENTERPRISES, INC.

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue ONE THOUSAND (1000) shares of one dollar par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote each person or persons as shall be provided by the shareholders.

The shares of stock may be issued for such consideration,

having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Doris Green	13720-1 SW 149 th Circle Lane Miami, FL 33186
Margaret B. Klym	9517 NW 9 th Court Plantation, FL 33324
Nancy Stone Olszewski	3090 NW 95 th Avenue Coral Springs, FL 33065

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
PETER A. COHEN, ESQ.	19 W. Flagler Street Suite 810 Miami, Florida 33130

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 19 W. Flagler Street, Suite 810, Miami, FL 33130 and the name of the initial registered agent of the corporation at that address is PETER A. COHEN.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation this 27 day of August, 2001.



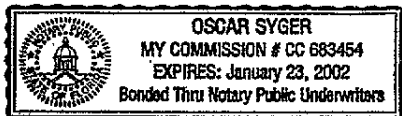
PETER A. COHEN, ESQ.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PETER A. COHEN, ESQ. known to me and known by me to be the person who executed the foregoing Articles of

Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes herein expressed.

WITNESS my hand and official seal this 27th day of August, 2001, at Miami, Dade County, Florida.



Oscar Syger
NOTARY PUBLIC

My Commission Expires:

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 WINDSTAR ENTERPRISES, INC. to organize or qualify under the laws of the State of Florida, with its principal place of business at 9517 NW 9TH Court, Plantation, Florida 33324, has named PETER A. COHEN, ESQ. located at 19 W. Flagler Street, Suite 810, Miami, Florida 33130, as its agent to accept service of process within Florida.

Signature 
PETER A. COHEN, ESQ.

Title: Incorporator

Date: August 27, 2001

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 performances of my duties.

Signature



PETER A. COHEN, ESQ.

(Registered Agent)

Date: August 27, 2001.

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