

P0180001/0080

CHARLES S. CUMMINGS
P.O. Box 1631
Lutz, Florida 33548-1631

November 8, 2001

Division of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

I am enclosing the original and one copy of the proposed Articles of Incorporation for
AMERISTAR PROPERTIES, INC.

Please approve and file the original and certify the copy for us. Included within the aforementioned articles
is the name of its initial resident agent.

Enclosed also is a check payable to you for incorporating charges as follows:

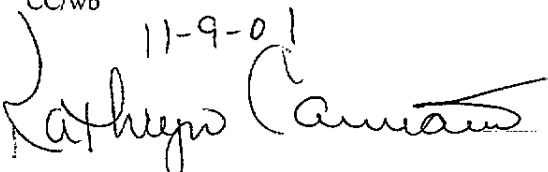
Filing fee	\$ 35.00
Certified copy	8.75
Resident Agent	35.00

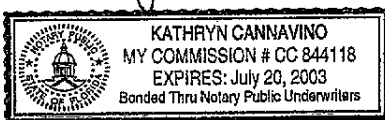
Thank you for your assistance and please let me know if anything further is required.

Sincerely,


CHARLES S. CUMMINGS

CC/wb

11-9-01




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-11/14/01--01033--006
*****70.00 *****70.00

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*****78.75 *****78.75

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01 NOV 14 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-16-01
wc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERISTAR PROPERTIES, INC.

The undersigned, subscriber of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is AMERISTAR PROPERTIES, INC.
and its principal office address is 1547 Norwick Drive, Lutz,
Florida 33549.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$ 1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratable in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1547 Norwick Dr. Lutz, Florida, 33549 and the initial registered agent of the corporation at such address is CHARLES S. CUMMINGS.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
CHARLES S. CUMMINGS	P.O. Box 1631 Lutz, Florida 33548-1631

ARTICLE VII

By-Laws

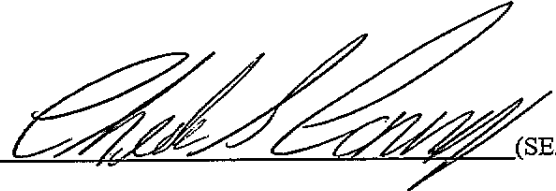
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgement of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

In WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th
day of November, 2001.


(SEAL)
CHARLES S. CUMMINGS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this date personally appeared
CHARLES S. CUMMINGS, to me known and known to me to be the person described in and who
executed the foregoing Articles of Incorporation, and further that he acknowledged such execution
to be his free and voluntary act, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida

this 9 day of November 2001


Notary Public

State of Florida at Large

My Commission Expires: _____



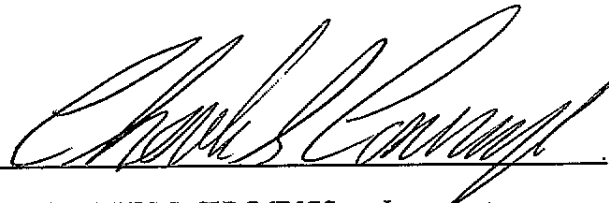
CERTIFICATE DESIGNATING

REGISTERED AGENT

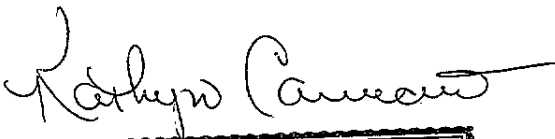
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, AMERISTAR PROPERTIES, INC., desiring to organize under the laws of the State of Florida, hereby designates CHARLES S. CUMMINGS, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1547 Norwick Drive, Lutz, Florida 33549, the business office of its Registered Agent, as its Registered Office.

By

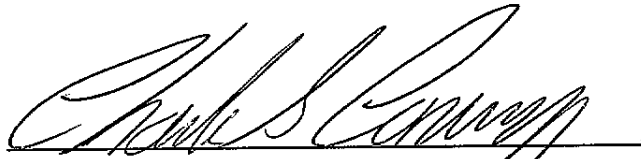


CHARLES S. CUMMINGS, Incorporator



ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of 48.091 and 607.0505, Florida Statutes.



CHARLES S. CUMMINGS

