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ATTORNEYS AT LAW

1702 SOUTH WASHINGTON AVENUE TITUSVILLE, FLORIDA 32780

JOHN H. EVANS DOUGLAS W. BAKER TEL: 321/267-5504 FAX: 321/267-0418

December 18, 2001

VIA AIRBORNE EXPRESS

Mr. Tim Burch
Document Specialist
New Filing Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE:

STELLAR DEVELOPMENT GROUP, INC.

Your Letter Number: 001A00063068

Our file Number: DWB-1781

Dear Mr. Burch:

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Pursuant to our telephone conversation at 3:40 Tuesday afternoon, December 18, 2001, enclosed please find an original and a copy of the Articles of Incorporation for STELLAR DEVLEOPMENT GROUP, INC. Further pursuant to our conversation, this name is acceptable to the Department. It is important to our client that the Articles of Incorporation be filed prior to December 31, 2001. It is my understanding that the previously enclosed sum of seventy dollars (\$70.00), see enclosed letter, will be applied to the filing of STELLAR DEVELOPMENT GROUP, INC.

Thank you for your prompt attention to this matter. If you have any questions, please do

not hesitate to contact our office.

Sincerelly yours

Douglas W. Baker, Esquire

DWB/jef Enclosures (4)

cc: Charles S. Barber

112-20-01



FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

November 28, 2001

JOHN H. EVANS, P.A. 1702 SOUTH WASHINGTON AVE TITUSVILLE, FL 32780

SUBJECT: STELLAR DEVELOPMENT CORPORATION

Ref. Number: W01000027052

We have received your document for STELLAR DEVELOPMENT CORPORATION 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) 245-6928.

Tim Burch Document Specialist New Filing Section

Letter Number: 001A00063068

ARTICLES OF INCORPORATION OF STELLAR DEVELOPMENT GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is:

STELLAR DEVELOPMENT GROUP, INC.

OTOEC 19 ANIO: 14 SECRETARY C. STATE TALLAHASSET FLURIO

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: Charles S. Barber, 840 Poinsettia Avenue, Titusville, FL 32796. The stockholders may from time to time move the principal office to any other address in

Florida. The principal office and mailing address is 840 Poinsettia Avenue, Titusville, FL 32796.

ARTICLE VII

The name and address of the director is:

<u>NAME</u>

_ ADDRESS

Charles S. Barber

840 Poinsettia Avenue Titusville, FL 32796

ARTICLE VIII

The name and address of the subscriber to the Certificate of Incorporation is as follows:

NAME

ADDRESS

Charles S. Barber

840 Poinsettia Avenue Titusville, FL 32796

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 18th day of December, 2001.

CHARLES S. BARBER

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHARLES S. BARBER, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me or produced sufficient identification, and did not take an oath.

WITNESS my hand and official seal this 18th day of December, 2001.

POUGLAS W. BAKER
MY COMMISSION # CC 971943
EXPIRES: February 2, 2005
Bonded Thru Notery Public Underwriters

Notary Public, State of Florida

My Commission Expires:

STATEMENT OF DESIGNATION AND ACCEPTANCE OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF STELLAR DEVELOPMENT GROUP, INC.

Pursuant to the provisions of *Florida Statutes, Sections 48.091 and 607.034(3)*, the undersigned, as Director of **STELLAR DEVELOPMENT GROUP, INC.** hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address and mailing address of the initial registered office of this Corporation is 840 Poinsettia Avenue, Titusville, FL 32796 and the name of the initial registered agent of this Corporation at that address is **CHARLES S. BARBER**.

DATED this 18th day of December, 2001.

CHARLES S BARBER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of **STELLAR DEVELOPMENT GROUP, INC.** at the initial registration office of the Corporation at 840 Poinsettia Avenue, Titusville, FL 32796.

DATED this 18th day of December, 2001.

CHARLES'S BARRER

[Barber/Articles of Incorporation/11-12-01-rev. to Stellar Dev Grp. Inc. 12-18-01-jef]