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February 22, 2002

Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee FL 32314

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

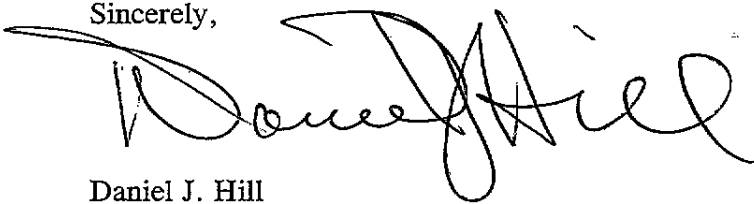
Dear Sir/Madame:

Enclosed please find my original and one copy of Articles of Organization for **When you wish upon a Star, Inc.**

Also enclosed please find a check enclosed for the amounts of \$78.75 for the State filing fees.

Thanking you in advance, please do not hesitate to contact me at the phone number listed below if you have any questions regarding the filing.

Sincerely,



Daniel J. Hill
When you wish upon a Star, Inc.
5287 Redbird Road
St. Augustine, FL 32084
(904)471-0257

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

02 MAR 11 PM 1:21

OF

When you wish upon a Star, Inc.

The undersigned incorporator(s) to these Articles of Incorporation, is a natural person(s) competent to contract in the State of Florida, hereby presents these Articles of incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: **When you wish upon a Star, Inc.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- a. To engage in every activity or business permitted under the laws of the United States and the State of Florida.
- b. To buy, sell, exchange, lease, subdivide, develop, improve, own, hold, mortgage or deal in and dispose of real estate and personal property or any interest therein; to construct, erect, decorate, repair and remodel buildings and structures of all types, including residences, apartments, stores, warehouses, and office buildings, with all the usual and necessary rights and powers for all accomplishments of the foregoing.
- c. To make, and perform contracts of every kind and description suitable, necessary, useful or advisable in connection with any or all of the objects herein set forth; to do any and all other acts and things and to exercise any and all other powers necessary, advisable, suitable and proper for the accomplishment of any or all of the purposes or the attainment of any or all of the objects of the furtherance of any or all of the powers herein set forth, either alone or associated with other corporations, firms, associations, or individuals, provided the same shall not be inconsistent with the laws of the State of Florida.

d. To acquire the whole or any part of the good will, business, stock, assets, property, bonds and rights of any and every nature of any person, firm, association or corporation doing business of a similar character as above; to pay for the same in cash, stock of this corporation, bonds or otherwise, to assume all or any part of the liabilities of any corporation, association, firm or individual engaged in a business of similar character as above or incidental thereto; and to continue any such business so acquired.

e. To hold, purchase or otherwise acquire or to interest in, and to sell, assign, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation and, while the owner of such capital stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to guarantee, assume, become surety for, endorse, or agree in any way to pay the bonds, notes, securities, liabilities or other indebtedness of other corporations.

f. To do and act in the foregoing and any part thereof as owner of on its own account, or as agent, broker, factor, or otherwise, and in general, to do and perform any and all things and acts, and conduct and transact any and all other businesses which may be necessary, convenient, incidental or proper to the exercise of any and all of the foregoing purposes and business of the corporation, and to do and perform and all things and acts, and have and exercise all if the rights, privileges, powers, and franchises that corporation of like nature organized under the laws of the State of Florida are empowered, authorized and permitted to do and perform.

g. The foregoing clauses and provisions shall be constructed as purposes, objects and powers, and the foregoing specific statements and enumerations shall not be held to limit or restrict in any manner the power of the corporation.

ARTICLE III. CAPITAL STOCK

a. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock.

b. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the corporate stock at such valuation as may be fixed by the Directors.

c. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code.

d. Every holder of common stock of this corporation shall be entitled, as of right, to subscribe for and purchase, or receive, any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bond, debentures, treasury stock, or other securities of this corporation convertible into stock of any class, and all such additional shares of stock and securities so subscribed to shall be issued to such stockholders in the same ratio that their then stock ownership in the corporation bears to all other outstanding stock in the corporation.

ARTICLE IV. INITIAL CAPITAL

This corporation shall begin business with not less than **FIVE HUNDRED DOLLARS** (\$500.00) of paid-in capital.

ARTICLE V. TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:

5287 Redbird Road
St. Augustine, FL 32084

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have 3 director(s) initially. The number of directors may be increased from time-to-time by the by-laws adopted by the stockholders, but shall never be less than ONE (1).

ARTICLE VIII. TRANSFERABILITY OF SHARES

This corporation, any of all of the stockholders of this corporation, may from time-to-time enter into such agreements as they deem expedient, relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, and the by-laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE IX.

TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X. REPLACING OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI. INITIAL DIRECTORS

The name and address of the first Board of Director(s) are:

Daniel J. Hill
5287 Redbird Road
St. Augustine, FL 32084

Patricia A. Hill
5287 Redbird Road
St. Augustine, FL 32804

Georgene H. Berger
4131 NW 99 Terrace
Sunrise, FL 33351

ARTICLE XII. INCORPORATOR (S)

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

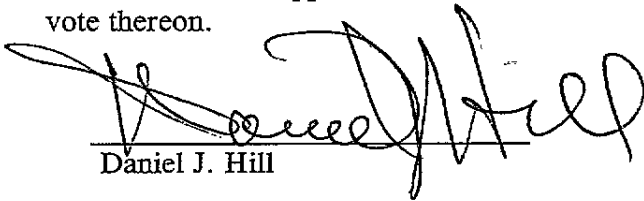
Daniel J. Hill
5287 Redbird Road
St. Augustine, FL 32084

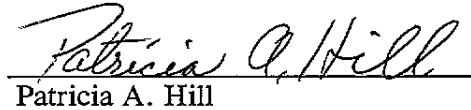
Patricia A. Hill
5287 Redbird Road
St. Augustine, FL 32084

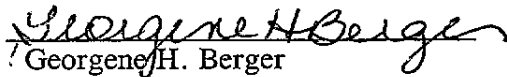
Georgene H. Berger
4131 NW 99 Terrace
Sunrise, FL 33351

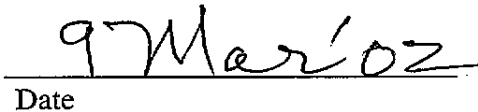
ARTICLE XIII. AMENDMENT

These articles of incorporation may be amended in the following manner: Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.


Daniel J. Hill


Patricia A. Hill

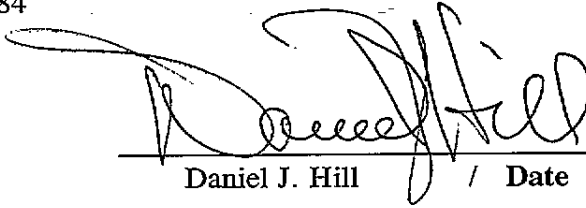

Georgene H. Berger


Date

ARTICLE XIV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is
and the name of the registered agent of this corporation at that address is:

Daniel J. Hill
5287 Redbird Road
St. Augustine, FL 32084


Daniel J. Hill / Date 9/26/02

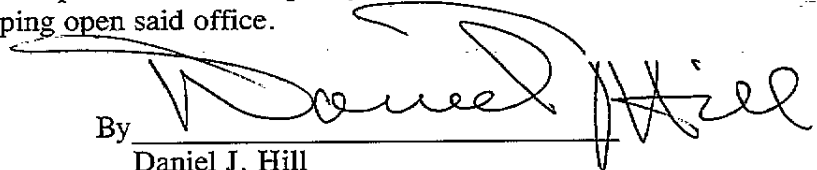
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First -- **When you wish upon a Star, Inc.** desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation at 5287
Redbird Road, St. Augustine, FL 32084, **County of St. John's, State of Florida**, has named
Daniel J. Hill, located at, 5287 Redbird Road, St. Augustine, FL 32084, **County of St.**
John's, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation,
place designated in this certificate, I hereby accept to act in this capacity, and agree to comply
with the provision of said act relative to keeping open said office.

By 
Daniel J. Hill
(Registered Agent)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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