

P02000056939

ALAN J. LEIFER, ESQ.  
7001 S. W. 97<sup>th</sup> Avenue  
Miami, FL. 33173  
(305) 275-1477

May 21, 2002

Hand-Delivered

DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, FL. 32399

RE: APPLICATION FOR NEW FLORIDA CORPORATION  
"QuestStar Corporation"

Dear Sirs/Mesdames:

Enclosed please find the executed Articles of Incorporation of Queststar Corporation for filing, together with Michael Carricarte's check No. 8300 representing the filing fee in the sum of \$96.25, which includes the cost of **two (2) certified copies of the registered articles**, which we would appreciate your providing at your earliest convenience. *Certificate of Status*

Should you have any questions or comments, please do not hesitate to call me at the above number, or call my assistant, Angeles Cortón, at (305) 275-1416.

Thank you for your forthcoming cooperation,

Truly yours,



ALAN J. LEIFER

RECEIVED  
02 MAY 22 PM 12:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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\*\*\*\*\*96.25 \*\*\*\*\*96.25

# ARTICLES OF INCORPORATION FOR QUESTSTAR CORPORATION

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The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a Corporation for profit, in accordance with the laws of the State of Florida.

## ARTICLE I

### Name

The name of the Corporation shall be **QUESTSTAR CORPORATION**

## ARTICLE II

### Address

The initial street address of the principal office of this Corporation shall be 7001 S.W. 97<sup>th</sup> Avenue, Miami, Florida 33173.

## ARTICLE III

### Existence

This Corporation shall have a perpetual existence.

## ARTICLE IV

### Purpose

This Corporation is organized for the purpose of transacting any lawful business in the United States, and shall have all powers relating thereto, and to engage in and transact any lawful business for which corporations may be incorporated under the laws of the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DECEMBER 22 PM 1:02

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FILED

## **ARTICLE V**

### **Capital Stock**

The aggregate number of shares of stock which the Corporation is authorized to issue is one hundred (100) shares of common stock with a par value of one dollar (\$1.00) per share. Holders of the capital stock shall not have any preemptive rights to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purpose.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the Corporation's initial registered office is 7001 S.W. 97<sup>th</sup> Avenue, Miami, Florida 33173, and the name of the Corporation's initial registered agent is Alan J. Leifer at such address. The Corporation may change its registered office or its registered agent or both at any time by filing with the Department of State of the State of Florida, a statement complying with Section 607.0502, Florida Statutes.

## **ARTICLE VII**

### **Initial Board of Directors**

This Corporation shall have no less than One (1) Director. The number of Director may be changed from time to time by the Board of Directors of the Corporation. The number of Directors constituting the initial Board of Directors of this Corporation is One (1) and the name and address of those persons who are to serve as such is as follows:

<b>Name</b>	<b>Address</b>
Michael A. Carricarte	7001 S.W. 97 <sup>th</sup> Avenue Miami, Fl 33173

## **ARTICLE VIII**

### **Incorporator**

The name and address of the incorporators of this Corporation is as follows:

<b>Name</b>	<b>Address</b>
Michael A. Carricarte	7001 S.W. 97 <sup>th</sup> Avenue Miami, Fl 33173

Alan J. Leifer, Esq.

7001 S.W. 97<sup>th</sup> Avenue  
Miami, Florida 33173

## **ARTICLE IX**

### **Officers**

The initial officers of the Corporation shall be a President, Secretary, and Treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents, and/or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers of this Corporation is as follows:

<b>Office</b>	<b>Name</b>
PRESIDENT	Michael A. Carricarte 7001 S.W. 97 <sup>th</sup> Avenue Miami, Florida 33173
TREASURER	Michael A. Carricarte 7001 S.W. 97 <sup>th</sup> Avenue Miami, Florida 33173
SECRETARY	Michael A. Carricarte 7001 S.W. 97 <sup>th</sup> Avenue Miami, Florida 33173

## **ARTICLE X**

### **Amendment of Articles of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes, and all rights conferred upon the stockholders are subject to this reservation.

## **ARTICLE XI**

### **Indemnification**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she was or is a Director or

Officer of the Corporation, against expenses (including attorneys' fees, judgements, fines and amounts paid in settlement) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, including appeals.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation has the power to indemnify him/her against such liability under the provision of this section.

IN WITNESS WHEREOF, WE, the undersigned Incorporators, have executed these Articles for the uses and purposes therein stated.

  
MICHAEL A. CARRICARTE


  
ALAN J. LEIFER, ESQ.

STATE OF FLORIDA

COUNTY OF MIAMI - DADE

BEFORE ME, the undersigned authority, personally appeared MICHAEL A. CARRICARTE and ALAN J. LEIFER, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 21st day of May, 2002.

  
NOTARY PUBLIC  
State of Florida at Large  
My commission expires:



Angeles Corton  
My Commission DD045206  
Expires July 26, 2005

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above corporation at the place designated in the 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.

  
ALAN J. LEIFER ESQ.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 22 PM 1:02

APPROVED  
AND  
FILED

BEFORE ME, the undersigned authority, personally appeared ALAN J. LEIFER ESQ., this 21st day of May, 2002, to me well known to be the individual described in and who executed the foregoing Acceptance of Designation of Registered Agent and acknowledged before me that he has executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 21<sup>st</sup> day of May, 2002.

  
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NOTARY PUBLIC  
State of Florida at Large

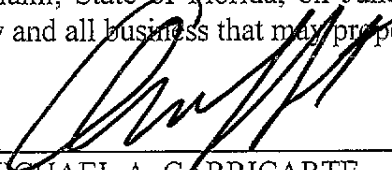
My commission expires:



Angeles Corton  
My Commission DD045206  
Expires July 26, 2005

## WAIVER OF NOTICE OF MEETING OF

We, the undersigned, being the Incorporators of QuestStar Corporation, a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the first meeting of Incorporators of said corporation and the publication thereof, and consent that the meeting shall be held at 7001 S.W. 97<sup>th</sup> Avenue, in the City of Miami, State of Florida, on June 15th, 2001, 10:00 a.m. and we consent to the transaction of any and all business that may properly come before the meeting.

  
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MICHAEL A. CARRICARTE  
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ALAN J. LEIFER, ESQ.