

P020000079212

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 23314

FILED
02 JUL 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: STAR AMERICA INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

 \$ 70.00 Filing Fee

 \$ 78.75 Filing Fee & Certificate of Status

ADDITIONAL COPY REQUIRED

 \$ 78.75 Filing Fee & Certified Copy

 X \$ 87.50 Filing Fee, Certified Copy & Certificate of Status

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*****87.50 *****87.50

FROM: SULTAN ALI SAMNANI
4260 54th Avenue North
St. Petersburg, FL 33714
(727) 522-5905

W - 20221

6m 7/22



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 19, 2002

SULTAN ALI SAMNANI
4620 54TH AVENUE NORTH
ST. PETERSBURG, FL 33714

SUBJECT: STAR AMERICA INC.
Ref. Number: W02000020221

We have received your document for STAR AMERICA INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 602A00043360

**ARTICLES OF INCORPORATION
of**

STAR AMERICA GROUP INC.

ARTICLE I CORPORATE NAME

The name of this corporation shall be **Star America Group Inc.**

ARTICLE II INITIAL PRINCIPAL OFFICE

The principal place of business and mailing address for the corporation is:

4260 54th Avenue North
St. Petersburg, FL 33714

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in any lawful activity permitted by the laws of this state.

ARTICLE IV SHARES

The total number of shares that the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Abdul Khoja
4260 54th Avenue North
St. Petersburg, FL 33714

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ARTICLE VI *DIRECTORS*

The name and residence address of the person constituting the initial board of director is:

Sultan Ali Samnani
200 Starcrest Drive
Apartment 102
Clearwater, FL 33765

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII *LIABILITY OF DIRECTORS*

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII *OTHER PROVISIONS*

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days


from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the president or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

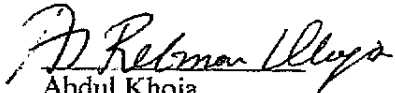


Sultan Ali Samnani
4260 54th Avenue North
St. Petersburg, FL 33714
(727) 522-5905


07-2202

Having been named as registered agent to accept service of process for STAR AMERICA GROUP, INC. at 4260 45th Avenue North, St. Petersburg, FL 33714, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signed,


Abdul Khoja
Signature, Registered Agent

07-22-02
Date


Sultan Ali Samnani
Signature, Incorporator

07-22-02
Date

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TALLAHASSEE, FLORIDA