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ACCOUNT NO. : 072100000032

REFERENCE : 747067 9563A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 78.75

ORDER DATE : September 17, 2002

ORDER TIME : 1:24 PM

ORDER NO. : 747067-015

CUSTOMER NO: 9563A

700007808777--5

CUSTOMER: Ms. Christine A. Greenstein
Budd And Bennett Attorneys At
Law
Suite 201
3033 Riviera Drive
Naples, FL 34103

DOMESTIC FILING

NAME: STARPLACE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS:

RECEIVED
02 SEP 17 PM 2:40
DIVISION OF CORPORATION

[Signature]
9/18

FILED
02 SEP 17 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
StarPlace, Inc.

FILED
02 SEP 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation is:

StarPlace, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation are:

c/o Sheldon W. Starman, CPA
4099 Tamiami Trail North
Fourth Floor
Naples, Florida 34103

ARTICLE III: NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business with all the powers permitted under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding is 7,500 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE V: COMMENCEMENT AND DURATION OF TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and the name of its initial registered agent at that office are:

David G. Budd
3033 Riviera Drive - Suite 201
Naples, Florida 34103

ARTICLE VII: BOARD OF DIRECTORS

This Corporation shall have one (1) Initial Director. The number of Directors may be increased or diminished from time to time pursuant to the By-Laws of this Corporation, but shall never be less than one (1).

ARTICLE VIII: INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address are:

David G. Budd
3033 Riviera Drive - Suite 201
Naples, Florida 34103

The person named as the Initial Director shall hold office until the first Meeting of the Shareholders of this Corporation, and thereafter until his successor(s) is chosen or qualified, or until his earlier resignation or removal.

ARTICLE IX: INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:


David G. Budd
3033 Riviera Drive - Suite 201
Naples, Florida 34103

ARTICLE X: AMENDMENT

This Corporation reserves the right to amend or repeal any and all provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed the foregoing on this 16th day of September, 2002.

INCORPORATOR:



DAVID G. BUDD

REGISTERED AGENT:

Having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated above, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

David G. Budd
DAVID G. BUDD

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 16th day of September, 2002, by **DAVID G. BUDD**, who is personally known to me.



Christine A. Greenstein
Notary Public (signature)

Printed, typed or stamped

Name: Christine A. Greenstein

My Commission: DD 057424

My Commission Expires: November 25, 2005

FILED
02 SEP 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE
FLORIDA