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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ARIE MREJEN, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

ALL-STAR ADVENTURES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ALL-STAR ADVENTURES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation is : ALL-STAR ADVENTURES, INC.

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the day these articles of incorporation are filed with the Department of State of Florida.

ARTICLE III: PRINCIPAL OFFICE

The mailing address of this corporation is : c/o 701 W. Cypress Creek Rd., 3rd Floor, Fort Lauderdale, FL 33309

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is ONE THOUSAND (1000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V: GENERAL PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE VI: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is ARIE MREJEN, P.A., 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

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ARTICLE VII: DURATION

The duration of the corporation is perpetual.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the INITIAL Board of Directors is ONE(1). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

SCOTT AMSTER c/o 701 W. Cypress Creek Rd., 3rd FL, Fort Lauderdale, FL 33309

ARTICLE IX: INCORPORATOR

The name of the incorporator is Arie Mrejen, P.A., 701 West Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309

ARTICLE X: AMENDMENT

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

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

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ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this
__16__ day of January 2003.



Arie Mrejen, P.A.
By: Arie Mrejen, Esq.
Incorporator

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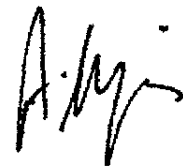
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is ALL-STAR ADVENTURES, INC.
2. The name and address of the registered agent is ARIE MREJEN, P.A. 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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.



ARIE MREJEN, P.A.
BY: ARIE MREJEN, ESQ.
REGISTERED AGENT
January 16, 2003