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DIVISION OF CORPORATION

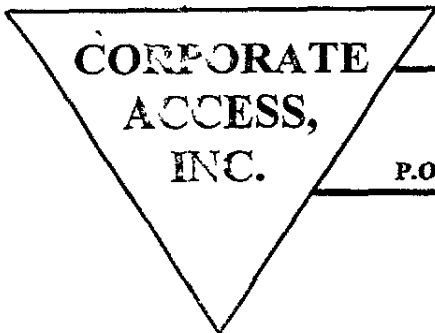
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1.) North Starr Development, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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4.) _____
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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 29, 2003

CORPORATE ACCESS, INC.

SUBJECT: NORTH STARR DEVELOPMENT, INC.
Ref. Number: W03000002700

We have received your document for NORTH STARR DEVELOPMENT, INC. and your check(s) totaling \$165.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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) 245-6919.

Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter Number: 103A00005932

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ARTICLES OF INCORPORATION

03 JAN 30 PM 12:21

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTH STAR LAND & DEVELOPMENT, INC.

ARTICLE I. - NAME

The name of the corporation is North Star Land & Development, Inc. whose address is 10 Cove Creek Lane, Panama City Beach, FL 32413.

ARTICLE II. - PURPOSES

The corporation is being formed for the purpose of engaging in any lawful activity for which corporations may be organize.

ARTICLE III. - DURATION

The duration of the corporation shall exist perpetually commencing on the date of filing.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is one hundred (100) shares of 1.00 par value. All such shares shall be of a single class, designated as common.

**ARTICLE V. - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 404 Jenks Avenue, Panama City, FL 32401 and the name of the initial registered agent of this corporation at that address is John L. Gioiello.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two (2). The name and address of the director of this corporation is as follows:

James F. Anders, II
10 Cove Creek Lane
Panama City Beach, FL 32413

James F. Anders, II - President/Director
Anne A. Stroud - Vice President
Dana A. Norton - Secretary/Treasurer

ARTICLE IX. - INCORPORATION

The name and address of the person signing these Articles is:

James F. Anders, II
10 Cove Creek Lane
Panama City Beach, FL 32413

ARTICLE X. - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons: 100 shares total authorized at \$1.00 per share.

100 shares issued

James F. Anders, II - 100 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation. This Article shall also govern for any additional shares issued to persons other than the initial shareholders named herein.

ARTICLE XII. - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII. - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XIV. - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV. - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI. - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XVII. - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XVIII. - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.


ARTICLE XIX. - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XX. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

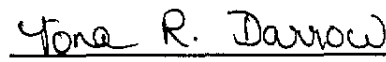

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22 day of January, 2003.


James F. Anders, II

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JAMES F. ANDERS, II, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced _____ as identification, and who acknowledged before me the execution of same.

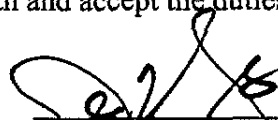
WITNESS my hand and official seal in the County and State last aforesaid this 22 day of January, 2003.


Notary Public
Typed Name Yona R. Darrow
My Commission Expires:
Commission No.:  Yona R Darrow
My Commission DD077570
Expires February 23, 2004

REGISTERED AGENT ACCEPTANCE

I, John L. Gioiello, am hereby familiar with and accept the duties and responsibilities as Registered Agent for the aforesaid corporation.

Date: this 22 day of January, 2003.


John L. Gioiello

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