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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.

AMERISTAR INTERNATIONAL CAPITAL LTD.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 9, 2003

FAS-T CORP. AGENTS, INC.

SUBJECT: AMERISTAR INTERNATIONAL CAPITAL LTD.
REF: W03000037105

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

FAX Aud. #: H03000330069
Letter Number: 603A00065992

ARTICLES OF INCORPORATION
OF
AMERISTAR INTERNATIONAL CAPITAL INC.

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

ARTICLE I
NAME

The corporate name shall be:

AMERISTAR INTERNATIONAL CAPITAL INC.

ARTICLE II
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV
AU THORIZED CAPITAL STOCK

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

THIS DOCUMENT WAS PREPARED BY:
STRATTON & FEINSTEIN, P.A.
DOUGLAS D. STRATTON, ESQ.
Florida Bar No. 240966
407 Lincoln Road, Suite 2A
Miami Beach, Florida 33139
(305) 672-7772

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ARTICLE V
PRINCIPAL OFFICE

The post office address of the principal office of the corporation is: 444 Madison Avenue, No. 2904, New York, New York 10022 or at any other location that the Board of Directors chooses to designate.

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of the corporation is:

DOUGLAS D. STRATTON, ESQ., and the street address of the registered office is:
407 Lincoln Road, Suite 24, Miami Beach, Florida, 33139.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Joseph Messina	444 Madison Avenue, No. 2904 New York City, NY 10022
Richard A. Iamunno	1010 Grand Court Highland Beach, FL 33487

ARTICLE VIII
POWERS OF DIRECTOR(S)

The Director(s) shall exercise all powers conferred by law.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

ARTICLE XI
INCORPORATOR

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

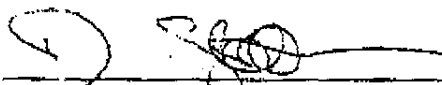
NAMES

ADDRESSES

Douglas D. Stratton

407 Lincoln Road, Suite 2A
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the corporation, has executed these Articles of Incorporation this _____ day of _____, 2003.



Douglas D. Stratton
Incorporator

STATE OF FLORIDA)

)ss:

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Douglas D. Stratton, to me

well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this 4 day of December 2003.

Bonnie Padulsky
NOTARY PUBLIC
State of Florida

Bonnie J. Padulsky
Print type of stamp Commissioned
Name of Notary Public

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TALLAHASSEE, FLORIDA

Personally known ☒ or produced Identification _____ Type of Identification Produced _____

My Commission Expires:



Bonnie J. Padulsky
My Commission DD238718
Expires November 13, 2007

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.

Douglas D. Stratton, Esq.
REGISTERED AGENT
Florida Bar No. 953120