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SECRETARY OF STATE
TALLAHASSEE FLORIDA

### Lopez & Kelly, P.A. Attorneys at Law

AL R. LOPEZ, JR. MARK P. KELLY'. ROBERT W. BIBLE, JR.

January 8, 2004

SUITE 500
4600 WEST CYPRESS STREET
TAMPA, FLORIDA 33607
(813) 289-3400
FAX: 287-5775

E-MAIL: landkpa @ flash.net

#### VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re:

Point Aster, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation of Point Aster, Inc. I would appreciate your filing these Articles as soon as possible.

I will need a Certified Copy of the Articles of Incorporation, and enclose an extra copy of the Articles for certification and return to my office.

Also enclosed is our firm check payable to the Florida Department of State for the filing fee in the amount of \$70.00 and the certified copy of the Articles in the amount of \$8.75, for a total of \$78.75.

If you have any questions or require any additional information regarding the above, please do not hesitate to call me at my office.

Thank you for your attention to this request.

Sincerely,

Al R. Lopez,

ARLJr/ir

**Enclosures** 

#### ARTICLES OF INCORPORATION

**OF** 

#### POINT ASTER, INC.

Article I Name

The name of this Corporation is POINT ASTER, INC.

Article II Duration

The Corporation shall have perpetual existence.

## Article III Purpose and Principal Place of Business

<u>Purpose.</u> This Corporation is organized for the purposes of transacting any or all lawful business.

<u>Principal Place of Business.</u> The initial street address of the principal place of business of the Corporation is 2304 West Robson Street, Tampa, Florida 33604.

#### Article IV Capital Stock

The amount of capital stock authorized shall consist of 7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

## Article V Preemptive 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 shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## Article VI Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Tampa, State of Florida, has named KEVIN FERNANDEZ as its agent to accept service of process within this State.

Section 2. 2304 West Robson Street, Tampa, Florida 33604, is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and KEVIN FERNANDEZ is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

#### Article VII Incorporators

The name and street address of the Incorporator is:

Kevin Fernandez 2304 West Robson Street Tampa, Florida 33604 Article VIII
Board of Directors

Section 1. This Corporation initially shall have one director. The number of directors may

be increased or diminished from time to time by action in accordance with the Bylaws of the

Corporation.

Section 2. The name and street address of the first member of the Board of Directors who,

unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the

Corporation or until his successor is elected and qualified is:

Kevin Fernandez

2304 West Robson Street

Tampa, Florida 33604

All of the directors of the Corporation shall be at least eighteen (18) years of age.

Article IX
Restriction on Transfer of Stock

Shares of the capital stock of this Corporation shall be issued initially to the following

person and in the amount set opposite his name:

KEVIN FERNANDEZ

100 shares

Shares held by the initial Shareholder listed above and all subsequent shareholders may not

be resold or otherwise transferred (other than to a revocable trust created by a Shareholder) or

encumbered without the consent of the other Shareholders and 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 in, or as directed by,

the Bylaws of this Corporation or by written agreement of this Corporation and its Shareholders.

Commission No.\_

My Commission Expires:

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

First--that POINT ASTER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has named KEVIN FERNANDEZ, located at 2304 West Robson Street, Tampa, Florida 33604, as its registered agent to accept service of process within Florida.

KEVIN FERNANDEZ

Incorporator
Title: President

Date: Jan 7 / Zaoy

KEVIN FERNANDEZ, having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, and being familiar with the obligations of Registered Agent, I hereby agree to act in this capacity and accept the obligation of that position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all matters.

KEVIN FERNANDEZ

Registered Agent

Date: Janos Joy