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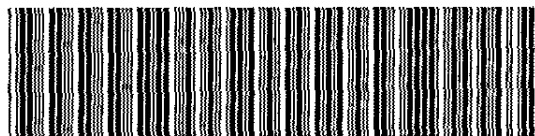
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04 APR -7 AM 4:41  
DIVISION OF CORPORATION

DB 4/9



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 552565 80690A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pizote*

ORDER DATE : April 7, 2004

ORDER TIME : 12:31 PM

ORDER NO. : 552565-005

CUSTOMER NO: 80690A

CUSTOMER: Steven Schermer, Esq.  
Breier And Seif, P.a.

Suite 1125  
2800 Ponce De Leon Boulevard  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: STAR SESSIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STAR SESSIONS, INC.

ARTICLE I - NAME

The name of this corporation is:

STAR SESSIONS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- (a) To transact any and all lawful business.
- (b) To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate any lands owned or leased by the corporation, or upon any other, houses, structures, buildings, or other works of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings, or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease,

mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and other interests in real estate.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida either by the terms of this charter or by virtue of the laws of the State of Florida.

### ARTICLE III - CAPITAL STOCK

The total number of shares of all classes of stock which the corporation shall have authority to issue is 2,000 shares which shall consist of (i) 1,000 shares of voting common stock,

\$0.50 par value per share ("Class A Common Stock"), and (ii) 1,000 shares of nonvoting common stock, \$0.50 par value per share ("Class B Common Stock").

Class A Common Stock and Class B Common Stock shall have the same designations, preferences, limitations and rights, excluding voting rights, specifically including all redemption rights and rights to dividends and liquidation distributions, without regard to class or voting rights. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each class. The two classes of common stock shall differ only with respect to voting rights.

#### ARTICLE IV - DURATION

This corporation is to exist perpetually.

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

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Steven J. Schermer.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Dr. George Mekras  
3920 North Highway A1A  
Penthouse 1  
North Hutchinson Island, FL 34949

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Steven J. Schermer, Esq.  
Breier and Seif, P.A.  
2800 Ponce De Leon Boulevard, Suite 1125,  
Coral Gables, Florida 33134

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the

shareholders is subject to this reservation.

ARTICLE X - INITIAL CORPORATION ADDRESS

The initial office address of the corporation is:

2800 Ponce De Leon Boulevard, Suite 1125,  
Coral Gables, Florida 33134

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

  
Steven J. Schermer, Incorporator

Having been named to accept service of process for the above named corporation, at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Steven J. Schermer, Registered Agent

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