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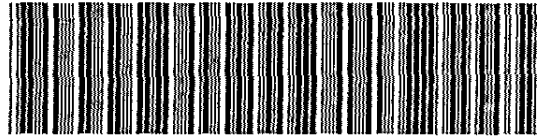
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 28, 2004

WOHLSIFER & ASSOCIATES, P.A.
% WILLIAM R. WOHLISIFER, ESQ.
319 CLEMATIS STREET, SUITE 811
WEST PALM BEACH, FL 33401

SUBJECT: STARPOINT TRUST CO., INC.
Ref. Number: W04000028982

We have received your document for STARPOINT TRUST CO., INC.. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 804A00047470

WOHLSIFER & ASSOCIATES, P.A.

ATTORNEYS AT LAW

WILLIAM R. WOHLSIFER *
SEAN C. SELK

Of Counsel:
SAM THANKACHEN
EDWARD L. GILES

*Licensed to Practice in

- The District of Columbia
- Florida State Courts
- U.S. District Court - Southern District of Florida
- U.S. District Court - Middle District of Florida
- U.S. District Court - Eastern District of Michigan
- Florida Supreme Court Certified Circuit Civil Mediator

West Palm Beach Office
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West Palm Beach, Florida 33401

Ormond Beach Office
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West Palm Beach (561) 655-5114
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Washington, D.C. (202) 238-0101
Web Site: www.Online-Attorney.net

August 11, 2004

Florida Department of State
Division of Corporations
Attn: Loria Poole, Document Specialist
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: **Incorporation of: StarPoint Homes, Inc.**
(withdrawal of previously requested StarPoint Trust Co., Inc.)

Dear Ms. Poole:

Please file the enclosed Articles of Incorporation for **StarPoint Homes, Inc.** and Certificate Designating Registered Agent. The requisite filing fee of \$70.00 was previously enclosed and the check held by your department pending receipt of the Banking form or change of name. (A copy of your correspondence dated July 28, 2004 is enclosed for reference). Please note the revised corporation name. A postage paid return envelope is attached for return of a copy of the recorded articles.

If you need further information or have any questions, please do not hesitate to contact me at (386) 673-3643. Thank you for your assistance.

Sincerely yours,

WOHLSIFER & ASSOCIATES, P.A.


William R. Wohlsifer, Esquire

WRW:dwl
Enclosures

**ARTICLES OF INCORPORATION
OF
StarPoint Homes, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME & ADDRESS**

The name of the corporation is **StarPoint Homes, Inc.** Its principal place of business is at 319 Clematis Street, Suite 811, West Palm Beach, FL 33401.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

- 1 To invest in, buy, or sell real property, tangible personal property, or business assets.
2. To assist owners in the repair and disposition of their real property, tangible personal property, or business assets.
3. To perform all services relevant to assisting in foreclosure, buyouts, repairs, renovations, and maintenance of property and to hold property in trust for the benefit of others.
4. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
5. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000). Such shares shall be of a single class, and shall have a par value of One Cent (.01) per share.

ARTICLE FIVE REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of the corporation is 319 Clematis Street, Suite 811, West Palm Beach, FL 33401. The name and address of its initial Registered Agent for the Corporation is Wohlsifer & Associates, P.A., 319 Clematis Street, Suite 811, West Palm Beach, FL 33401.

ARTICLE SIX INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

SAM THANKACHEN, Director,
319 Clematis Street, Suite 811, West Palm Beach, FL 33401

WILLIAM R. WOHLISIFER, Director
319 Clematis Street, Suite 811, West Palm Beach, FL 33401

ARTICLE SEVEN INITIAL OFFICERS

The names and addresses of the persons who are to serve as the initial officers of the corporation are:

SAM THANKACHEN, President, Treasurer
319 Clematis Street, Suite 811, West Palm Beach, FL 33401

WILLIAM R. WOHLISIFER, Vice-President and Secretary
319 Clematis Street, Suite 811, West Palm Beach, FL 33401

**ARTICLE EIGHT
INCORPORATOR**

The name and address of the incorporator is:

William R. Wohlsifer, Esquire
319 Clematis Street, Suite 811, West Palm Beach, FL 33401

The undersigned has executed these Articles of Incorporation this August 11, 2004,
at West Palm Beach, Palm Beach County, Florida.

By: _____

A handwritten signature in black ink, appearing to read 'W. Wohlsifer', is written over a horizontal line.

William R. Wohlsifer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is: **StarPoint Homes, Inc.**
2. The name and street address of the registered agent and office is:

**Wohlsifer & Associates, P.A.
319 Clematis Street, Suite 811
West Palm Beach, FL 33401**

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE 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.

Dated: Aug. 11, 2004

By: William R. Wohlsifer

WILLIAM R. WOHLISIFER, President

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TALLAHASSEE, FLORIDA