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Florida Department of State

Division of Corporations

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Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

all star consultants and professional services inc.

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ARTICLES OF INCORPORATION

05 JAN -5 AM 8:43

STATE
FLORIDA

OF

**ALL STAR CONSULTANTS AND PROFESSIONAL SERVICES
INC.**

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

ALL STAR CONSULTANTS AND PROFESSIONAL SERVICES INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is **FIVE HUNDRED (500) SHARES** of common stock with NO par value.

Prepared by:

Gladys Agüero, Esq.

815 Ponce de Leon Blvd.

Coral Gables, FL 33134

(305) 461-5667 - Fax (305) 461-4885

FL Bar # 0846635

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ARTICLE FIVE

The street address of the initial office of the Corporation is:

5030 S.W. 168th Avenue
Southwest Ranches, Florida 33331

The name of the initial Registered Agent is:

Timothy A. Slack

The address of the Registered Agent is:

5030 S.W. 168th Avenue
Southwest Ranches, Florida 33331

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than two (2). The name and address of each initial Director/Officer of the Corporation are as follows:

Timothy A. Slack
President/Treasurer
5030 S.W. 168th Avenue
Southwest Ranches, Florida 33331

Rosemary Slack
Vice President/Secretary
5030 S.W. 168th Avenue
Southwest Ranches, Florida 33331

ARTICLE SEVEN

The name and address of the incorporator is as follows:

Timothy A. Slack
5030 S.W. 168th Avenue
Southwest Ranches, Florida 33331

ARTICLE EIGHT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 4 day of JANUARY 2005.


Timothy A. Slack, Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was sworn to and acknowledged before me this 4 day of JANUARY, 2005 by TIMOTHY A. SLACK, who personally appeared before me at the time of notarization, and produced FL D.L. as identification or _____ who is personally known to me.

My Commission Expires:



Gladys Aguero
My Commission DD304370
Expires May 28, 2008


NOTARY PUBLIC-STATE OF FLORIDA

Personally Known _____ or Produced Identification X
(Type of Identification Produced FL DRIVERS LICENSE)

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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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 this 4 day of JANUARY, 2005.


TIMOTHY A. SLACK
 Registered Agent

These Articles were prepared by:

Gladys Aguero, ESQUIRE
 815 Ponce De Leon Boulevard
 Second Floor
 Coral Gables, Florida 33134
 Tel: 305-461-5667
 Fax: 305-461-4885

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