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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (950) 205-0381

From:

Account Name : RICHARD G. COKER, JR., P.A.
Account Number : I20010000745
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FLORIDA PROFIT CORPORATION OR P.A.

Stars & Stripes II Holdings, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
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ARTICLES OF INCORPORATION
OF
STARS & STRIPES II HOLDINGS, INC.

ARTICLE I. NAME: The name of this corporation is STARS & STRIPES II HOLDINGS, INC.

ARTICLE II. DURATION: This corporation shall have perpetual existence.

ARTICLE III. PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK: This corporation is authorized to issue one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

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 9444 NW 46th Street, Sunrise, FL 33351, and the name of the initial registered agent of this corporation at that location is Allan Pomerantz.

ARTICLE VII. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors 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 (1). The name and address of the initial directors of this corporation are:

Allan Pomerantz
President/Director

9444 NW 46th Street
Sunrise, FL 33351

Linda Pomerantz
Vice President/Director

9444 NW 46th Street
Sunrise, FL 33351

Allan Pomerantz
Secretary/Director

9444 NW 46th Street
Sunrise, FL 33351

Allan Pomerantz
Treasurer/Director

9444 NW 46th Street
Sunrise, FL 33351

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ARTICLE VIII. INCORPORATOR: The name and address of the person signing these Articles is:

Allan Pomerantz

9444 NW 46th Street
Sunrise, FL 33351

ARTICLE IX. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this ____ day of February, 2005.

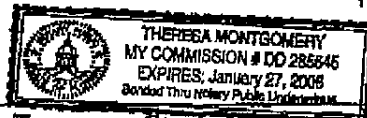

Allan Pomerantz, Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 4th day of February, 2005, by Allan Pomerantz, who is personally known to me and who did not take an oath.


(Signature of Notary Public)



(Print, Type or Stamp Name of Notary Public/Notary Commission No.)

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or
Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served
and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

STARS & STRIPES II HOLDINGS, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 9444 NW 46th Street, in the City of Sunrise, County of Broward, State of Florida, has named Allan Pomerantz, located at 9444 NW 46th Avenue, in the City of Sunrise, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME/TITLE</u>	<u>SPECIFIC ADDRESS</u>
Allan Pomerantz President/Director	9444 NW 46 th Street Sunrise, FL 33351
Linda Pomerantz Vice President/Director	9444 NW 46 th Street Sunrise, FL 33351
Allan Pomerantz Secretary/Director	9444 NW 46 th Street Sunrise, FL 33351
Allan Pomerantz Treasurer/Director	9444 NW 46 th Street Sunrise, FL 33351

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DIRECTORS

Allan Pomerantz
President, Secretary and
Treasurer, Director

Linda Pomerantz
Vice President

SPECIFIC ADDRESS

94444 NW 46th Street
Sunrise, FL 33351

9444 NW 46th Street
Sunrise, FL 33351

By 

Allan Pomerantz
(corporate director)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during the prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

By 

Allan Pomerantz
(Resident Agent)

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