

P0500010262

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J Hampton JUL 21 2005

1105-33044

DONALD W. YETTER, P.A.

ATTORNEY AND COUNSELLOR AT LAW

1111 NINTH AVENUE WEST

SUITE B

BRADENTON, FLORIDA 34205

TELEPHONE (941) 749-1402
FAX (941) 748-0657

MAILING ADDRESS:
POST OFFICE BOX 9335
BRADENTON, FLORIDA 34206

July 11, 2005

Department Of State
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

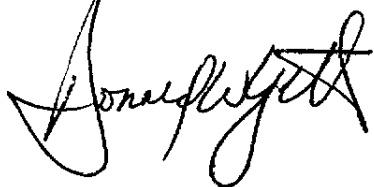
Subject: STAR CREST, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles Of Incorporation for the above captioned corporation as well as a check to cover the costs of the following

_____ \$70.00 -- Filing Fee
__X__ \$78.75 -- Filing Fee & Certificate Of Status
_____ \$78.75 -- Filing Fee & Certified Copy
_____ \$87.50 -- Filing Fee, Certified Copy & Certificate

Sincerely,



DONALD W. YETTER, P.A.
DWY/jlm

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 14, 2005

DONALD W YETTER, P.A.
1111 NINTH AVENUE WEST
SUITE B
BRADENTON, FL 34205

SUBJECT: STAR CREST, INC.
Ref. Number: W05000033644

We have received your document for STAR CREST, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

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05 JUL 20 AM 8:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

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) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filings Section

Letter Number: 805A00046432

Dear Ms. Dunlap
Enclosed herewith my clients check no. 0238
for the filing fee for Star Crest, Inc. Thank you
for returning this so quickly so I could move the
forward. *Longyetta*

THIS INSTRUMENT PREPARED BY:

DONALD W. YETTER, Esquire
1111 Ninth Avenue West, Suite B
Post Office Box 9335
Bradenton, Florida 34205
(941) 749-1402

FILED

2005 JUL 20 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STAR CREST, INC.

THE UNDERSIGNED subscriber to these Articles Of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

THE NAME of the Corporation shall be **STAR CREST, INC.**, and shall have its principal place of business at 7417 Vista Way, Apt. 203, Bradenton, Florida 34202.

ARTICLE II - DURATION

THE EXISTENCE of this Corporation shall be in perpetuity.

ARTICLE III - PURPOSE

THIS CORPORATION is organized for the purpose of installment of decorative stone and other materials. The Corporation shall also do any lawful business in the State of Florida and in the United States of America and in any foreign country and expand the business into as many diversified fields of endeavor for profit, which shall be lawful under the Statutes of the State of Florida now or as the said Statutes shall be amended.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION is authorized to issue one thousand shares (1,000) shares of One & 00/100 Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - POWERS

THIS CORPORATION shall have the following powers:

1. All powers given to the Corporation under Chapter 607, Florida Statutes, in its present form or as it may hereafter be amended, to exercise all powers that are presently conferred by law upon the Corporation, to do any and all things to the same extent as a natural person might or could do, and to enjoy any and all powers necessary and proper to effectuate the purpose of this Corporation.

2. To sue and be sued, complain and defend in its corporate name and in all actions or proceedings.

3. To have and use a Corporate Seal, which may be altered at pleasure, and to use the such Corporate Seal by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real property or personal property or any interest therein wherever situated, tangible or intangible.

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. To lend money to, guarantee any obligation of, or otherwise assist any Officer or other employee of the Corporation, or of any subsidiary thereof, including any Officer or employee who is a Director of the Corporation or of any subsidiary thereof whenever, in the judgment of the Directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. Any loan so authorized may be with or without interest, secured or unsecured, without limitations, including a pledge of shares of stock of the Corporation. This power is in addition to any other powers given at a common law or under any Statutes of the State of Florida.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and guarantee and incur liabilities and borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property or security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without the State of Florida.

11. To elect or appoint Officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter By Laws, not inconsistent with the Corporation's Articles Of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board Of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the Corporation's Directors, Officers and employees and for any or all of the Directors, Officers and employees of any subsidiaries of the Corporation.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect the purposes of the Corporation.

ARTICLE VI - STOCKHOLDER RIGHTS

EACH HOLDER of common stock that has been properly issued and is currently outstanding, shall have the right to participate ratably in the earnings of the Corporation by way of dividends, when, as and if declared by the Directors, usually in the exercise of their discretion, out of legally available funds. Moreover, each Shareholder has the right to participate in the Corporation's net assets (after satisfying liabilities to creditors) upon the liquidation of same and the right to participate ratably in the control of the Corporation by one (1) vote (non cumulative) per share. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII - 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 or she already holds, shall have the right to purchase

a pro rata share of any new issue. Any and all preemptive rights are specifically prohibited under this Article of these Articles Of Incorporation.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

THE STREET address of the initial registered office of the Corporation is 7417 Vista Way, Apt. 203, Bradenton, Florida 34202.

THE NAME of the initial Registered Agent of this Corporation is **IVAN SULLIVAN**.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

THIS CORPORATION shall have two (2) Directors initially. The maximum number of Directors of this Corporation shall be ten (10) and the number of Directors may be either increased or decreased from time to time by the Corporation's ByLaws, however, the same shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

IVAN SULLIVAN
7417 Vista Way, Apt. 203
Bradenton, Florida 34202

LONNIE SULLIVAN
7417 Vista Way, Apt. 203
Bradenton, Florida 34202

ARTICLE X - INCORPORATOR

THE NAME AND ADDRESS of the person executing these Articles Of Incorporation is:

IVAN SULLIVAN
7417 Vista Way, Apt. 203
Bradenton, Florida 34202

ARTICLE XI - CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS of the Shareholders of the Corporation may be called by the Directors and the holders of not less than one- third (1/3) of the shares entitled to vote and other persons or groups may be entitled to call a special meeting of the Shareholders as may be authorized in the Corporation's By-Laws.

ARTICLE XII - POWERS RESTRICTED

THIS CORPORATION shall have all of the powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to issue and create stock rights and stock options except as approved by the majority of the Shareholders of the outstanding and issued stock of the Corporation at any regular or specially called meetings of the Shareholders.

ARTICLE XIII
INTERESTED PARTY PARTICIPATION AND INDEMNIFICATION

THE CORPORATION shall indemnify any Officer or Director of the Corporation, or any former Officer or Director of the Corporation, to the full extent permitted by law. Any and all transactions between the Corporation and another shall not be affected because one or more of the Shareholders or Directors of the Corporation has a personal interest in the transaction or in connection with such other person.

ARTICLE XIV - AMENDMENT OF ARTICLES

THESE ARTICLES Of Incorporation may be amended from time to time by a majority vote of the Shareholders of the Corporation at the Annual Meeting Of Shareholders, or at any Special Meeting of Shareholders. The Notice for any Annual or Special Meeting of the Shareholders is required only to state that the Articles Of Incorporation are to be amended at the noticed meeting.

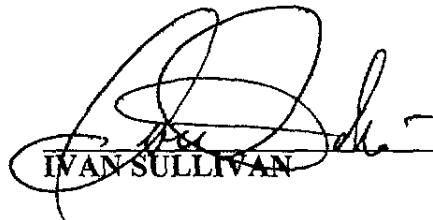
THESE ARTICLES Of Incorporation may be amended without notice when a majority of the Shareholders of the Corporation are present in person at any Annual or Special Meeting of Shareholders. If the majority of Shareholders do not appear in person, but are represented by proxy, the minimum notice stating that the Articles Of Incorporation are to be amended shall be issued prior to the proposed amendments to the Articles Of Incorporation.

ARTICLE XV - AMENDMENT OF BYLAWS

THE BYLAWS of this Corporation may be amended from time to time by the Directors of the Corporation by majority vote at any specially called meeting or Annual Meeting of the Directors or shall be amended at any Annual or Special Meeting of the Shareholders. Specific notice at any meeting of the Directors or Shareholders in which an amendment to the By-Laws is to be made shall not be required to be given as to any proposed amendment thereof.

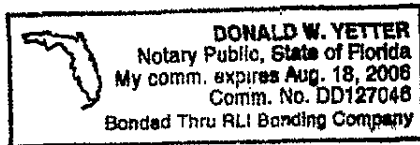
DATED: July 11, 2005.

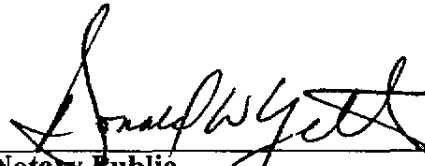
INCORPORATOR:


IVAN SULLIVAN

**STATE OF FLORIDA
COUNTY OF MANATEE**

THE FOREGOING instrument was acknowledged before me on this 11th day of July, 2005,
by **IVAN SULLIVAN**, who is personally known to me or who produced
FDL [REDACTED] as identification.





Notary Public
Print Name _____
My Commission No. _____
My Commission Expires _____

DESIGNATION OF REGISTERED AGENT

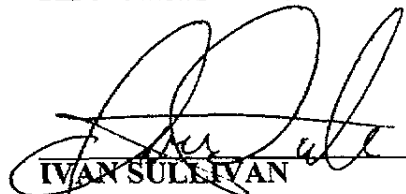
PURSUANT to Chapter 607.164, Florida Statutes, the following is submitted in compliance
with said act: That **STAR CREST, INC.**, desiring to organize under the laws of the State of Florida
with its principal office as indicated in the Articles Of Incorporation, in the County of Manatee, State
of Florida, has named **IVAN SULLIVAN**, whose address is 7417 Vista Way, Apt. 203, Bradenton,
Florida 34202, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

HAVING been named to accept service of process for **STAR CREST, INC.**, at the place
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the
provisions of said act, relative to keeping open said office.

DATED: July 11, 2005.

REGISTERED AGENT:



IVAN SULLIVAN