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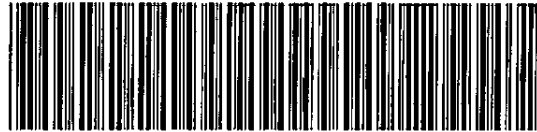
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U.S. DEPARTMENT OF JUSTICE

TALLAHASSEE, FLORIDA

2005 NOV 18 P 2:28

FILED

**ARTICLES OF INCORPORATION  
OF  
Sunstar Consulting Inc.  
A Florida Corporation**

**FILED**

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The undersigned incorporator to these articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the law of Florida.

**ARTICLE 1 – NAME OF CORPORATION**

The name of this corporation shall be

Sunstar Consulting Inc.

**ARTICLE 11 – PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at:

237 Peppertree Drive

Orlando, Florida 32825

**ARTICLE 111 – PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business purposes.

**ARTICLE 1V – CAPITAL STOCK**

- A. The maximum number of shares of capital stock that this corporation is authorize to issue and outstanding at any one time is 2,000 shares of common stock having a par value of \$10.00 which may be fractional shares.
- B. The subscribe capital is 25% of the maximum capital and the paid up amount is 20% of the subscribed capital which is \$1,000.00
- C. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as herein set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judge of the value of any property, right

or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

- D. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preference, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE V-INITIAL OFFICERS AND/OR DIRECTORS**

The name and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Juanito P. Barba	237 Peppertree Drive Orlando, Fl. 32825	President/Treasurer Director
Valentin F.Dagani, Jr.	2318 Indian Mound Trail Kissimmee, Fl. 32741	Vice-Pres. /Secretary Director

#### **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial office of this corporation shall be:

**237 Peppertree Drive, Orlando, Florida 32825**

The name of the initial registered agent of the corporation at that address is:

**Juanito P. Barba**

#### **ARTICLE VII – INCORPORATOR**

The name and street address of the Incorporator to these Articles of incorporation is:

**Juanito P. Barba**  
237 Peppertree Drive Orlando, Fl. 32825

#### **ARTICLE V111 – AMENDMENT**

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

#### **ARTICLE 1X – INDEMNIFICATION**

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

#### **ARTICLE X – STOCK TRANSFER RESTRICTIONS**

Shares of capital stock of the Corporation shall be issued to the following persons:

**Shareholders:**

Juanito P. Barba	50%
Valentin F. Dagani, Jr.	50%

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this article and which may also include the Corporation as a party.

#### **ARTICLE X1 – RIGHTS OF INITIAL DIRECTORS**

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in this Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This article may not be amended in any way without the written consent of each of the initial Director who is a Shareholder of the Corporation at the time of the amendment.

#### **ARTICLE X11 – BYLAWS**

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

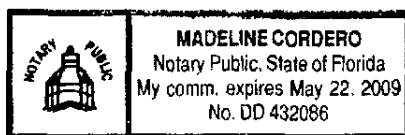
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 16<sup>th</sup> day of November, 2005.

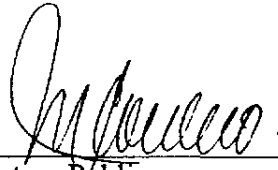
  
JUANITO P. BARBA, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared JUANITO P. BARBA, to me known to be the person described in and who executed the same and presented a Florida Driver's License number: \_\_\_\_\_

WITNESS my hand and official seal in the County and State last aforesaid, this 16<sup>th</sup> day of November, 2005.



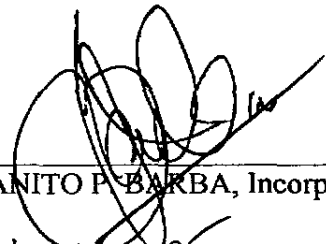
  
Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED, AND ACCEPTANCE BY REGISTERED  
AGENT**

**FILED**

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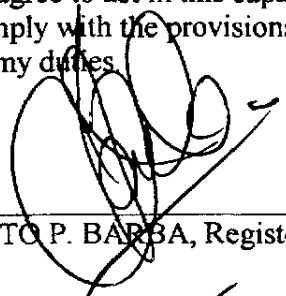
In compliance with section 48.091, Florida statutes, the following is submitted to the  
SUNSTAR CONSULTING INC, desiring to organize or qualify under the laws of the  
State of Florida, with the principal place of business at 237 Peppertree Drive, Orlando,  
Florida 32825, has named JUANITO P. BARBA, located at 237 Peppertree Drive  
Orlando, Florida 32825, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
JUANITO P. BARBA, Incorporator

11-16-01

Date

Having been named to accept service of process for the above stated corporation,  
At the place designation in this certificate, I hereby agree to act in this capacity, and I  
further state that I am familiar with and agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
JUANITO P. BARBA, Registered Agent

11-16-05

Date