

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE _____

Service: To Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 24 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>SW</u>	_____	_____

WALK-IN
Will Pick Up 124 11:00RE: Star Holding Company, Inc.

RECEIVED

95 JAN 24 AM 10:00

C.C. FEE.

DISBURSED

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate K₁

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, _____ Copies

Courier Service _____

Shipping/Handling

Phone () _____

Top Priority _____

Express Mail Prep. _____

FAX () _____ pgs. _____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF

STAR HOLDING COMPANY, INC.

FILED
25 JAN 24 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED HEREBY APPLY FOR THE PURPOSE OF BECOMING A CORPORATION, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITIES, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

NAME: THE NAME OF THE CORPORATION SHALL BE:
STAR HOLDING COMPANY, INC.

LOCATION: THE CORPORATION'S PRINCIPAL OFFICE AND REGISTERED OFFICE ARE LOCATED AT 7520 NW FIFTH STREET, SUITE 100, PLANTATION, FLORIDA 33317.

ARTICLE II

GENERAL NATURE OF BUSINESS: THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS A NATURAL PERSON MIGHT OR COULD DO, VIZ:

- A. TO TAKE ACQUIRE, BUY, HOLD, OWN, MAINTAIN, WORK, PLAT, DEVELOP, SELL, CONVEY, LEASE MORTGAGE EXCHANGE, IMPROVE AND OTHERWISE DEAL IN AND DISPOSE OF PROPERTY REAL, PERSONAL OR INTANGIBLE, OR OF ANY OF THE RIGHTS IN OR APPURTENANT TO SAID PROPERTIES, OF ANY KIND OR NATURE WHATSOEVER.
- B. TO MAKE OR CARRY OUT CONTRACTS FOR ITSELF AND AS MANAGING AGENT FOR OTHERS OF WHATSOEVER KIND AND NATURE AND TO CONDUCT ALL BUSINESS PERTINENT THERETO INCLUDING BUT NOT LIMITED TO ACTING AS ESCROW AGENT FOR OTHER PARTIES.
- C. GENERALLY, TO MAKE AND PERFORM ALL CONTRACTS OF ANY KIND AND DESCRIPTION AND FOR THE PURPOSE OF ATTAINING ANY OF THE OBJECTIVES OF THE CORPORATION, TO DO AND PERFORM ANY OTHER ACTS OR THINGS, AND TO EXERCISE ANY AND ALL POWERS WHICH A CO-PARTNERSHIP OR NATURAL PERSON COULD DO OR EXERCISE, AND WHICH ARE NOW OR HEREAFTER MAY BE AUTHORIZED BY LAW AND GENERALLY, TO DO AND PERFORM AND ALL THINGS NECESSARY OR INCIDENTAL TO THE PERFORMING OR CARRYING OUT OF THE POWERS HEREIN ABOVE SPECIFICALLY DELEGATED OR IMPLIED.

ARTICLE III

CAPITAL STOCK: THIS CORPORATION SHALL BE AUTHORIZED ONE HUNDRED (100) SHARES OF CAPITAL STOCK, ONE DOLLAR PAR VALUE, WHICH SAID STOCK SHALL BE ENTITLED TO ANY AND ALL DIVIDEND PAYMENTS, WHATSOEVER, WHICH MAY BE DECLARED AND PAID BY THE CORPORATION DURING ITS EXISTENCE.

THE FOREGOING CAPITAL STOCK SHALL BE FULLY PAID AND NON-ASSESSABLE, AND THE CONSIDERATION FOR ALL SUCH STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AND THE VALUATION OF SUCH PROPERTY, SERVICES OR LABOR SHALL BE PROPERLY FIXED BY THE BOARD OF DIRECTORS AT A MEETING CALLED BY SUCH BOARD OF DIRECTORS.

ARTICLE IV

REGISTERED AGENT: THE REGISTERED AGENT OF THE CORPORATION IS: WALTER M. SCHOFILL, 7520 NW FIFTH STREET, PLANTATION, FL 33317

AGENCY ACCEPTED

BY: 

ARTICLE V

NUMBER OF DIRECTORS: THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN THREE (3)

ARTICLE VI

THE AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS: THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE IS ONE HUNDRED DOLLARS (\$100).

ARTICLE VII

EXISTENCE: THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VIII

BOARD OF DIRECTORS: THE NAMES AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION FOR THE FIRST YEAR OR UNTIL SUCCESSORS ARE NAMED SHALL BE:

SHELDON M. COHN
11890 NW 7TH STREET
PLANTATION, FL 33325

PRESIDENT AND DIRECTOR

WALTER M. SCHOFILL
10655 NW 40TH STREET
CORAL SPRINGS, FL 33065

SECRETARY-TREASURER AND DIRECTOR

ARTICLE IX

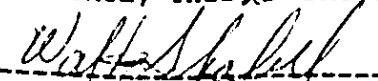
NAMES, ADDRESSES, SUBSCRIPTION, AND NUMBER OF SHARES: THE NAME AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER AND NUMBER OF SHARES OF STOCK WHICH AGREE TO TAKE ARE:

NAME	SHARES	ADDRESS
JOSHUA S. COHN	50	11890 NW 7TH STREET PLANTATION, FL 33325
MATTHEW T. SCHOFILL	25	10655 NW 40TH STREET CORAL SPRINGS, FL 33065
RYAN S. SCHOFILL	25	10655 NW 40TH STREET CORAL SPRINGS, FL 33065

ARTICLE IX

STOCKHOLDER'S AGREEMENTS: STOCKHOLDERS OF THIS CORPORATION MAY ENTER INTO SUCH STOCKHOLDER'S AND TRUSTEE'S AGREEMENTS AS THEY SEE FIT WHEREIN AND WHEREBY SUCH STOCKHOLDER'S AGREEMENTS SUCH PROVISIONS NOT TO BE CONTRARY TO THE LAWS OF THE STATE OF FLORIDA

IN WITNESS THEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL TO
ACKNOWLEDGE THE FOREGOING ARTICLES OF INCORPORATION TO BE FILED
IN THE OFFICE OF THE SECRETARY OF STATE, THIS 23 DAY OF JANUARY
1995.

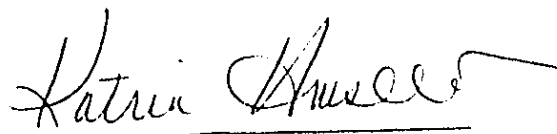

WALTER M. SCHOFILL

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO ADMINISTER
OATHS AND TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED WALTER M.
SCHOFILL TO ME WELL KNOWN TO BE THE PERSON WHO EXECUTED THE
FOLLOWING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE
ME THAT HE SIGNED FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT BROWARD COUNTY, FLORIDA,
THIS 23 DAY OF JANUARY, 1995.




NOTARY PUBLIC
KATRIN HRUSKA