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20 January 1995

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TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

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****122.50 ****122.50

RE: Lucky Star Enterprises, Inc.

Gentlemen:

Enclosed herewith is original and one copy of Articles of Incorporation for the above corporation, together with my Trust Account check in the amount of \$122.50 in payment of the filing fee, charter tax, resident agent filing fee and return of the enclosed copy of Articles under Seal.

Very truly yours,


FRED R. DUDLEY

FRD:ms

Enclosures

cc: Mr. Amit Roy

D. BROWN JAN 25 1995

ARTICLES OF INCORPORATION
OF
LUCKY STAR ENTERPRISES, INC.

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be Lucky Star Enterprises, Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds,

debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this

corporation of the same class or series as that which is already issued, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date these Articles are filed with the Office of Secretary of State, State of Florida.

ARTICLE VI

PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office and initial registered office of this corporation is 437 E. Cape Coral Parkway, Cape Coral, Florida 33904, and the name of the initial registered agent of this corporation at that address is Amit Roy.

ARTICLE VII

DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than two or more than seven. The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Amit Roy	437 E. Cape Coral Parkway Cape Coral, FL 33904
Anima Roy	437 E. Cape Coral Parkway Cape Coral, FL 33904

ARTICLE VIII
INCORPORATORS

The name and address of each Incorporator of this Corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Amit Roy	437 E. Cape Coral Parkway Cape Coral, FL 33904	100

ARTICLE IX
OFFICERS

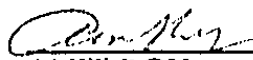
The officers of this Corporation shall be a President and Secretary and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the Corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 2nd day of January of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by

law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


 (Seal)
AMIT ROY

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared AMIT ROY to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my signature and official seal in the county and state aforesaid this 20 day of January 1995.

My Commission Expires:

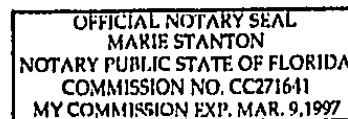

(Notary Public)

Affiant personally known: N/A

Identification produced: XX

Type of Identification: Florida Drivers License

Affiant was ___ was not XX under oath.



ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


(Registered Agent)

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STATE OF FLORIDA