

# 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

**195000009690**

PHONE ( )

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 One Day Service Two Day Service

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Matter No. Express Mail No.

State Fee \$ Our \$

FEB 6 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

CK No.

BY

WALK-IN  
 Will Pick Up

26 1.0

RE: All Star Best Est. Int. Unlimited, Inc.

G.C. FEB. DISBURSED

Corporate Kit  
 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.

Art. of Amend. File  
 Dissolution/Withdrawal  
 O U B  
 Fictitious Name File

Name Reservation  
 Annual Report/Reinstatement  
 Reg. Agent Service  
 Document Filing

Corporate Kit  
 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  
ALL STAR REAL ESTATE UNLIMITED, INC.

FILED  
SEP 25 1995  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME AND ADDRESS

EFFECTIVE DATE  
FEB 3 1995

The name of this corporation is:

ALL STAR REAL ESTATE UNLIMITED, INC.

The principal and mailing address of the corporation is:

221 Main Street  
Commerce Row, Suite 7  
Destin, Florida 32541

ARTICLE II  
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
STOCK

The number of shares of common stock which the corporation shall have the authority to have outstanding at any one time shall be One Hundred (100) shares. The shares shall have a par value of \$1.00 per share.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is as follows:

Dana C. Matthews  
607 Highway 98 East  
Destin, FL 32541

ARTICLE V  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
SUSAN MCGINNIS	45 Gulf Dunes Lane Santa Rosa Beach, FL 32459

ARTICLE VI  
INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
DANA C. MATTHEWS	607 Highway 98 East Destin, FL 32541

ARTICLE VII  
EFFECTIVE DATE

These Articles of Incorporation for ALL STAR REAL ESTATE UNLIMITED, INC. shall be effective the 3rd day of February, 1995.

ARTICLE VIII  
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

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  
INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

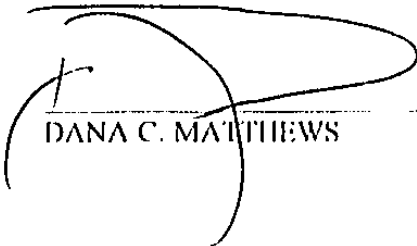
ARTICLE XI  
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII  
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

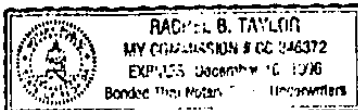
IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of February, 1995.


  
\_\_\_\_\_  
DANA C. MATTHEWS

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared DANA C. MATTHEWS, personally known to me or who has produced \_\_\_\_\_ as identification, to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state last aforesaid this 2nd day of February, 1995.

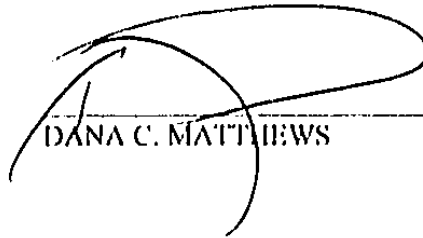


  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.

  
\_\_\_\_\_  
DANA C. MATTHEWS

FILED  
FEB - 6 11 43  
RECEIVED

P95000009690

*Dana C. Matthews, P.A.*

007 Highway 90 East  
Destin, Florida 32641-2425

Dana C. Matthews  
A. Richard Troell, III

Aron Codo 091  
Telephone 037-3062  
Fax 054-1034

March 3, 1995

**CERTIFIED MAIL - RETURN**  
**RECEIPT REQUESTED**

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: All Star Real Estate Unlimited, Inc.  
Letter Number 295A00004948  
Document Number P95000009690

Dear Sir or Madam:

Please be advised that the address for the above referenced corporation that was used in the Articles of Incorporation was incorrect. The correct address is:

225 Main Street  
Commerce Row, Suite 7  
Destin, Florida 32541

Please change your records to reflect the new address. If you have any questions, please do not hesitate calling.

Sincerely,

  
SIGNED IN MY ABSENCE

Dana C. Matthews

DCM:rt/SS2

cc: Mrs. Susan McGinnis

JW  
3-7-95