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FROM: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136- 0-0000
CONTACT: RAY STORMONT
PHONE: (306) 541-3694
FAX: (306) 541-3770

(((H95000002323)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FIVE STAR CAPITAL GROUP, INC.
FAX AUDIT NUMBER: H95000002323
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TALLAHASSEE, FLORIDA

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Name Sam
to 4575

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TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra D. Morlham
Secretary of State

March 1, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FIVE STAR CAPITAL GROUP
REF: W95000004515

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return 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 (904) 487-6934.

Lorin Poole
Corporate Specialist

FAX Aud. #: H95000002323
Letter Number: 795A00009077

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

*Please
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soon as
possible
Thank
you*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

FIVE STAR CAPITAL GROUP, Inc.
a Florida corporation

WE, the undersigned, JAN EMMETT

hereby associate ourselves

purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

FIVE STAR CAPITAL GROUP, INC. a Florida Corporation

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. to engage in any legal business.

b. To make and carry out contracts for buildings, erecting, improving and repairing buildings, structures, improvements, warehouses, docks and structures of every kind and nature whatsoever.

c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including issue and sale of

PREPARED BY:
SCHWARTZ, SCHATZMAN, AARONSON & CAHAN, P.A.
JOHN BENNETT, ESQ.
420 LINCOLN ROAD
SUITE 440
MIAMI BEACH, FLORIDA 33139
Florida Bar #064-2037
305.538-4431

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other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust or otherwise.

d. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects 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 and exercise, and which now are, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 Shares of common stock of \$1.00 par value.

All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or unissued stock of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

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ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of One Thousand (\$1000) Dollars.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 350 Lincoln Road, Suite 324, Miami Beach, Florida, 33139, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be Jan Emmert, 350 Lincoln Road, Suite 324, Miami Beach, Florida 33139.

ARTICLE VIII

The number of Directors of this corporation shall be not less than one (1) nor more than three (3).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or

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TO

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until their successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>
JAN EMERT	350 Lincoln Road, Suite 324 Miami Beach, Florida 33139

ARTICLE X

The name and addresses of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
JAN EMERT, President, Sec'y, Treasurer	350 Lincoln Road Suite 324 Miami Beach, Fl., 33139

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JAN EMERT	350 Lincoln Rd., Suite 324 Miami Beach, Fl., 33139	100

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ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.


In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First, that FIVE STAR CAPITAL GROUP, Inc., A Florida,
(name of corporation) Corp.

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of _____
Miami Beach, State of Florida, has named _____
JAN EMMERI, located at 350 Lincoln Road,
Suite 324, City of Miami Beach, State of
Florida, as its agent to accept service of process within Florida.

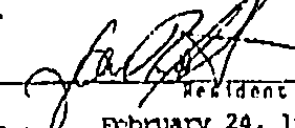


JAN EMMERI, Secretary



JAN EMMERI, Corporate Officer
President Title
Date: February 24, 1995

Having been named to accept service of process for the
above stated corporation, at the place designated in this Certifi-
cate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all Statutes relative to the proper
and complete performance of my duties.



Resident Agent
Date: February 24, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE XIII

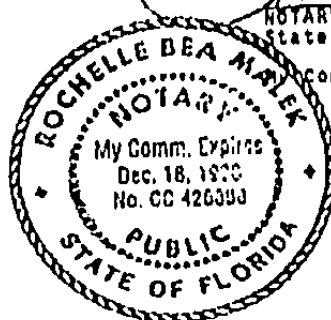
ACKNOWLEDGMENT

STATE OF FLORIDA }
COUNTY OF DADE }

SS:

I HEREBY CERTIFY that on this 24 day of February
19 95, personally appeared before me, the undersigned Notary Public
in and for the State of Florida, JAN EMMERT

parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year written at
Dade County, Florida.



Rochelle Bea Malek
NOTARY PUBLIC
State of Florida at Large
Commission Expires:

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