

P95000058379

Elizabeth Eardley
199 Sylvan Drive
Atlantic Beach, FL 32233

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

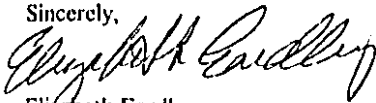
July 25, 1995

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

Dear Sir or Ms.,

I checked on the availability of the name Starpoint Sales with your office on July 25th. They advised me not to reserve the name since I was prepared to send the articles of incorporation in the same day. If this name has been reserved by another company before it is designated as mine, please contact me so that I can make the appropriate changes. I can be reached at (904) 246-7803.

Sincerely,



Elizabeth Eardley

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Hi
7/29/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STARPOINT SALES, INC.

The undersigned Subscriber, a natural person competent to contract, desires to form a Corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is STARPOINT SALES, INC. and the principle office and address is 199 Sylvan Drive, Atlantic Beach , FL, 32233.

ARTICLE II

This corporation shall have perpetual existence, unless sooner terminated in accordance with the law, and its existence shall commence on the date of filing.

ARTICLE III

This corporation is organized to engage in any and all lawful purposes, activity or business which corporations may be permitted under the laws of the United States and of the State of Florida; including but not in any way limiting its power to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this Corporation shall have and may exercise all the powers now and hereafter conferred by the laws of the State of Florida and acts amendatory thereof and supplemental thereto upon Corporations formed under the laws of said State.

ARTICLE IV

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is 5,000 shares all of one class namely common stock, having a par value of One Dollar (\$1.00) per share amounting in the aggregate to Five Thousand (\$5,000) Dollars.

ARTICLE V

The amount of capital with which this Corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE VI

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated shares thereof (as nearly as may be done without issuance of fractional shares), at the price at which is offered to others.

ARTICLE VII

(a) The street address of the initial registered office of this Corporation is 199 Sylvan Drive, Atlantic Beach, Florida, 32233 and the name of the initial resident agent of this corporation at that address is ELIZABETH H. EARDLEY.

(b) The principal office address and mailing address of this Corporation is 199 Sylvan Drive, Atlantic Beach, Florida, 32233.

ARTICLE VIII

This Corporation shall have one (1) Director, initially. The number of the Directors may be changed from time to time by the By-laws, adopted by the stockholders but shall never be less than one (1). The name of the initial Director is ELIZABETH H. EARDLEY and the address of the Board of Directors is 199 Sylvan Drive, Atlantic Beach, Florida 32233.

ARTICLE IX

The officers of this corporation shall be a President, Vice-President, a Secretary, a Treasurer. Elizabeth H. Eardley will hold the offices of President, Vice-President, Secretary and Treasurer.

ARTICLE X

Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not unissued shares authorized by the Articles of Incorporation as originally filed by any Amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on other holder the right to subscribe for purchase from the Corporation any shares or its stock of any class or classes.

ARTICLE XI

The name and post office address of the Subscriber to these Articles of Incorporation is as follows:

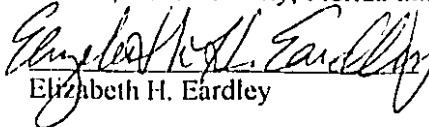
Elizabeth H. Eardley
199 Sylvan Drive
Atlantic Beach, FL 32233

ARTICLE XII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on shareholders herein are granted, subject to this reservation.

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TALLAHASSEE, FLORIDA

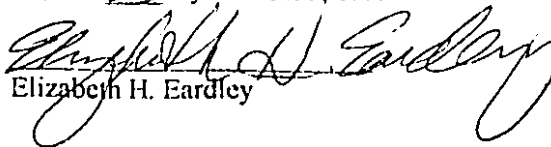
IN WITNESS WHEREOF, the undersigned, being the Subscriber herein before named, for the purpose of forming a Corporation pursuant to Chapter 607, Florida Statutes, has signed and acknowledged the Articles of Incorporation at Jacksonville, Duval County, Florida this 25 day of July, 1995


Elizabeth H. Eardley

ACCEPTANCE OF RESIDENT AGENT

I, ELIZABETH H. EARDLEY, having been named to accept the service of process for STARPOINT SALES, INC., certify that I am a permanent resident of Duval County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of Florida relative to keeping said office open.

DATED at Jacksonville, Duval County, Florida, this 25 day of JULY, 1995


Elizabeth H. Eardley

195 00005 03 79
STARPOINT SALES INC

To: Division of Corporations

Please be notified that my business address has changed. My new address is:

Starpoint Sales, Inc.
1833 N. 3rd Street, Suite C
Jacksonville Beach, FL. 32233
Phone: 904-247-7277
Fax: 904-247-7246

Handwritten signature

comp. 4/16/79