

ARTICLES OF INCORPORATION
OF
LONESTAR VENTURES, INC.

Article 1 - NAME:

The name of this corporation is _____
LoneStar Ventures, Inc. _____.

Article 1.1 - PRINCIPAL OFFICE:

The corporation shall initially maintain its principal office at 2342 Kings Pointe Drive, Largo, Florida, 34644.

Article 2 - DURATION:

This corporation shall exist perpetually, commencing on the date of filing.

Article 3 - PURPOSES AND POWERS:

This corporation is organized for the purpose of transacting any or all lawful business and shall have all corporate powers necessary or convenient to effect its purposes, including but not limited to, the following powers:

- A. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- B. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- C. To lend money to, and use its credit, to assist its officers and employees.
- D. To purchase, take, receive, subscribe for, other-

wise acquire, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district, or municipality or of any instrumentality thereof.

E. To make contracts and guarantees and incur such liabilities, borrow money at such rates of interest the corporation may determine, issue its notes, bonds or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

F. To lend money for its corporate purposes, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

G. To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without this state.

H. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

I. To make and alter by-laws not inconsistent with its Articles in Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

J. To make donations for the public welfare or for charitable, scientific or educational purposes.

K. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

L. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, employees and for any or all of the directors, officers and employees of its subsidiaries.

M. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

N. To have a corporate seal which may be altered at pleasure, and to use the same by causing it or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

Article 4 - CAPITAL STOCK:

This corporation is authorized to issue ONE THOUSAND (1000) SHARES of \$1.00 par value common stock which shall be designated "common shares". All common stock of this corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended.

Article 5 - PREEMPTIVE RIGHTS:

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

Article 6 - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation : 2342 Kings Pointe Drive, Largo, Florida, 34644
_____, and the name of the initial registered agent of this corporation at that address is: Robin A. Vaillancourt .

Article 7 - INITIAL BOARD OF DIRECTORS:

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the Initial Director of this corporation is:

Robin A. Vaillancourt
2342 Kings Pointe Drive
Largo, Florida 34644

Article 8 - INCORPORATORS:

The name and address of the person signing these Articles is:

Robin A. Vaillancourt
2342 Kings Pointe Drive
Largo, Florida 34644

Article 9 - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER:

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article 10 - DIRECTORS' COMPENSATION:

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article 11 - NO REMOVAL OF DIRECTORS:

The shareholders of this corporation shall not be entitled to remove any director from office without cause during his term.

Article 12 - MEETINGS BY CONFERENCE TELEPHONE:

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

Article 13 - DIVIDENDS:

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

Article 14 - REDUCTION STATED CAPITAL:

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

Article 15 - INDEMNIFICATION:

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article 16 - AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the share-

holder is subject to this reservation1

Article 17 - BY-LAWS:

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 1st day of Sept., 1995.

TRI-STAR TOWERS, INC.

BY: Robin A. Vaillancourt
Robin A. Vaillancourt, President

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Robin A. Vaillancourt, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of September, 1995.

Evelyn I. Pearson
Notary Public

Evelyn I. Pearson
(Printed Name)



EVELYN I. PEARSON
MY COMMISSION # CC279375 EXPIRES
April 26, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LoneStar Ventures, Inc.

2. The name and address of the registered agent and office is:

Robin A. Vaillancourt
(NAME)

2342 Kings Pointe Drive
(P.O. BOX NOT ACCEPTABLE)

Largo, Florida 34644
(CITY/STATE/ZIP)

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature

Robin A. Vaillancourt

Date

9-1-95