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TALAHASSEE, FL 32301
904-222-0393 FAX

RECEIVED



96 JAN -3 PM 1:22
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 790906 11349A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : January 3, 1996

ORDER TIME : 12:58 PM

ORDER NO. : 790906

CUSTOMER NO: 11349A

CUSTOMER: Josh Bennett, Esq
JOSH BENNETT, ESQ

4001 Hardie Road

Miami, FL 33133

700001677257

DOMESTIC FILING

NAME: PROSTAR MANAGEMENT, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

FILED
96 JAN -3 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-228

SAB
1/10/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PROSTAR MANAGEMENT, INC.
Ref. Number: W96000000228

We have received your document for PROSTAR MANAGEMENT, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Article V lists two principal office addresses for the corporation. Please correct this Article.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 096A00000398

ARTICLES OF INCORPORATION

- OF -

PROSTAR MANAGEMENT, INC.

FILED

96 JAN -3 AM 8 27

**CLERK, DEPT. OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **PROSTAR MANAGEMENT, INC.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock without nominal or par value which shall be designated "Common Shares." The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 S. Biscayne Blvd., Ste. 1050, Miami, Florida 33131, and the name of the Initial registered agent of this corporation is **JOSH N. BENNETT, ESQ.**, and his address is c/o Schantz, Schatzman & Aaronson, P.A., 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131-2394. The principal office and mailing address of the Corporation is 20 Island Avenue, PH--3, Miami Beach, Florida 33139.

ARTICLE VI - 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:

<u>Name</u>	<u>Address</u>
David Slutsker, Esq.	20 Island Avenue, PH 3 Miami Beach, Florida 33139

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
JOSH N. BENNETT	c/o Schantz, Schatzman & Aaronson, P.A. 200 S. Biscayne Boulevard, #1050 Miami, Florida 33131

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of January, 1996.



JOSH N. BENNETT

STATE OF FLORIDA

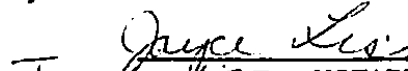
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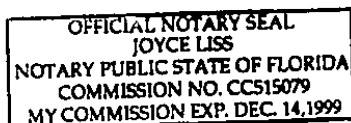
SS.:

COUNTY OF DADE

)

The foregoing instrument was acknowledged before me this 1st day of January, 1996, by JOSH N. BENNETT, who is personally known to me and who did not take an oath.


JOYCE LISS, NOTARY PUBLIC,
State of Florida at Large
My Commission Expires:



DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of
PROSTAR MANAGEMENT, INC.
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, PROSTAR MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **Josh N. Bennett, Esq.**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

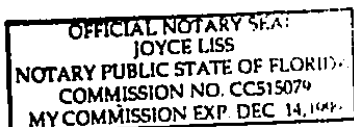
THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Josh Bennett
Josh N. Bennett, Esq.
Resident Agent

STATE OF FLORIDA)
)
COUNTY OF DADE) SS.:

The foregoing instrument was acknowledged before me this 1st day of January, 1996, by **Josh N. Bennett, Esq.**, who is personally known to me and who did not take an oath.

Joyce Liss, **NOTARY PUBLIC,**
State of Florida at Large
My Commission Expires:



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