

April 11, 1996

P 96000033597

Raymond J. Lucas
57 Fort Royal Is.
Ft. Lauderdale, FL 33308

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

960001781213
-04716796--01004--016
****122.50 ****122.50

Re: Filing of Articles of Incorporation for "TriStar Ventures, Inc."

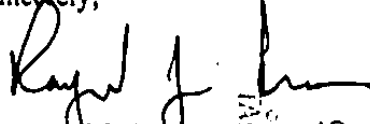
Dear Sir or Madam,

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced entity, together with a check in the sum of one hundred and twenty-two dollars and fifty cents (\$122.50) for the following:

Filing fee.....\$35.00
Certified copy.....\$52.50
Registered agent designation.....\$35.00

Please return a certified copy of the articles to the office at the address above.

Sincerely,


Raymond J. Lucas

Enclosures

- 1) Original and one copy of Articles of Incorporation
- 2) Money Order

cc: Adam Lee
Paul Kobylarz

FILED
96 APR 15 AM 8:40
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

D. BROWN APR 18 1996

"TRISTAR VENTURES, INC."

FILED
SEP 15 11 04
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is "TriStar Ventures, Inc."

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is three thousand (3,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV. PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE
AND PRINCIPAL ADDRESS**

The registered agent and the street address of the initial registered office and principal address of this corporation in the state of Florida shall be:

Raymond J. Lucas
57 Fort Royal Is.
Ft. Lauderdale, FL 33308

The Board of directors may from time to time move the registered agent to any other address in the state of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the shareholders but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR(S)

The name of the initial directors of this corporation and their street address is:

Raymond J. Lucas
57 Fort Royal Is.
Ft. Lauderdale, FL 33308

Adam Lee
57 Fort Royal Is.
Ft. Lauderdale, FL 33308

Paul Kobylarz
57 Fort Royal Is.
Ft. Lauderdale, FL 33308

ARTICLE IX. INCORPORATOR

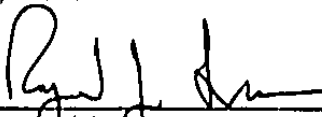
The name and street address of the person signing these Articles of Incorporation are:

Raymond J. Lucas
57 Fort Royal Is.
Ft. Lauderdale, FL 33308

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

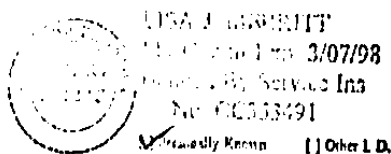
IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on the 11th day of April, 1996.

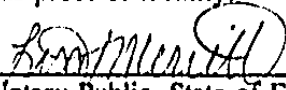

Raymond J. Lucas

STATE OF FLORIDA

COUNTY OF BROWARD

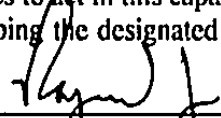
BEFORE ME, a Notary Public, personally appeared Raymond J. Lucas the person described as the incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 11th day of April, 1996, and who presented to me a valid drivers license as proof of identity.




Notary Public- State of Florida
My commission expires

That "TriStar Ventures, Inc.," desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 57 Fort Royal Is., Fort Lauderdale, Florida, 33308, County of Broward, State of Florida, has named Raymond J. Lucas, 57 Fort Royal Is., Fort Lauderdale, Florida, 33308, to accept service of process within this state.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Raymond J. Lucas
Registered Agent

FILED
96 APR 15 AM 8:40
CLERK OF DISTRICT COURT
STATE OF FLORIDA