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Michael E. Nelson  
5000 South Himes Avenue, #535  
Tampa, Florida 33611  
(813) 839-6159

RECEIVED  
-06/20/96--01093--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

RE: Northstar Group, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for the filing fee and Certificate of Incorporation for the above referenced Corporation.

Please contact me at the above telephone number if you need additional information for submitting these Articles.

Sincerely Yours,

*Michael E. Nelson*  
Michael E. Nelson

*Michael Nelson* GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC EXAM

*Pring. Address Ref: I*  
*6/21/96*  
*Douglas Brown*

D. BROWN JUN 21 1996

ARTICLES OF INCORPORATION

OF

NORTHSTAR GROUP, INC.

The undersigned, acting as incorporators, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, hereby adopt these Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation (hereinafter referred to as the "Corporation") is Northstar Group, Inc. 5000 South Himes Avenue, #535  
Tampa, Florida 33611

ARTICLE II  
TERM OF EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE III  
PURPOSES AND POWERS

The corporation is organized for the following purposes:

(a) to conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or any successor statute, as such statutes may be amended from time to time.

(b) to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the accomplishment of any purpose hereinbefore set forth.

(c) to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles or Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation; and

Subject to limitation and/or restriction by the Act, any other law or any provision of these Articles, the corporation shall have:

(a) the same capacity to act as possessed by natural persons, and to do anything necessary for the accomplishment of any purpose hereinbefore set forth and to do anything incidental thereto that is not in contradiction to the law;

(b) The power to transact business in any state of the United States or in any foreign country or at sea;

(c) The power to have, exercise and enjoy all the rights, privileges and powers granted to corporations by the Act or any other law, including common law.

ARTICLE IV  
NUMBER OF AUTHORIZED SHARES AND TERMS OF SHARES OF STOCK

(a) The total number of shares which the corporation has authority to authorize is One Hundred (100) and the shares shall be One Dollar Par Value, which shall be designated Common Stock. All of the authorized shares of stock of the Corporation shall be of one class only.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock to be issued; and when so issued, such Common Stock shall become and be fully paid and nonassessable; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock, and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock, either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

(d) At all times, each holder of a share of Common Stock shall be entitled to cast One (1) vote for each share of Common Stock standing in the shareholder's name on the Corporation books regarding matters of the Corporation upon which the shareholder is entitled to vote.

(e) The Board of Directors shall have the right to declare and pay dividends on the outstanding shares of Common Stock to the extent permitted by the Act.

(f) In the event of the dissolution, voluntary or involuntary liquidation or winding up of the Corporation, the holders of the shares of Common Stock shall be entitled, after payments of debts, to share ratably in the remaining assets of the Corporation.

(g) Shareholders shall have no pre-emptive rights to subscribe to or purchase any shares of Common Stock or any other securities of this Corporation.

ARTICLE V  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the address of the initial Resident Agent of the Corporation is:

Michael E. Nelson  
5000 South Himes Avenue, #535  
Tampa, Florida 33611

**ARTICLE VI**  
**INCORPORATOR**

The name and the address of the Incorporator of the Corporation shall be the same as the initial Registered Agent and as follows:

Michael E. Nelson  
5000 South Himes Avenue, 535  
Tampa, Florida 33611

**ARTICLE VII**  
**DIRECTOR(S)**

(a) The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) director. The name and address of the initial director of the Corporation, who shall serve until his successors are duly elected and qualified, is:

Michael E. Nelson 5000 South Himes Avenue, #535 Tampa, Florida 33611

(b) The Board of Directors shall direct the carrying out of the purpose and exercise of the powers of the Corporation without previous approval of the Shareholders except for those issues which effect the structure of the Corporation.

**ARTICLE VIII**  
**REGULATION OF BUSINESS AND CONDUCT OF CORPORATE AFFAIRS**

(a) Every person who is or was a Director of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his or her official capacity, provided compliance with the Act and the standard of conduct described therein. Upon demand for such indemnification, the Corporation shall determine whether such person is entitled to said indemnification by the approval of a majority of the Board of Directors.

(b) The power to adopt, alter, amend or repeal By-Laws shall be vested in the Corporation's Board of Directors.

(c) The Shareholders reserve the right to amend, alter, change or repeal any provision contained therein, or any amendment hereto, or to add any provision to these Articles or to any amendment hereto with the consent of Seventy Five Percent (75%) of the issued shares.

**ARTICLE IX**  
**ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the state of Florida and of the purposes and objectives hereinabove stated, the Corporation shall have all of the following powers:

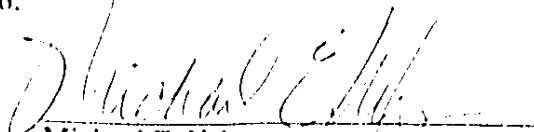
(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise with any person, firm or

corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the By-Laws or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

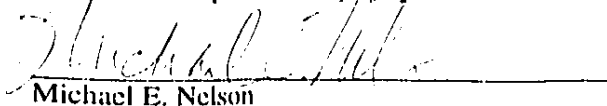
(c) To adopt, for the benefit of the employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift (savings) plan, or (v) other retirement, incentive compensation or employee benefit plan.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and certifies to the truth of the facts herein, this 12<sup>th</sup> day of June, 1996.



Michael E. Nelson  
INCORPORATOR

I affirm under penalties of perjury that these facts are true.

  
Michael E. Nelson

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH SS:

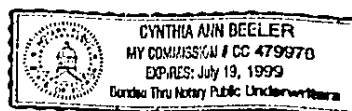
I, the undersigned Notary Public duly authorized by the State of Florida, hereby certify that Michael E. Nelson, being the sole Incorporator, personally appeared before me, acknowledged the execution thereof and swore to the truth of the facts stated herein.

WITNESS my hand and Notary Seal this 12<sup>th</sup> day of June, 1996.

  
Notary Public

Printed: Cynthia Ann Beeler

My Commission expires:  
7/19/99



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated herein, 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.

Dated: 11/11/96, 1996

Michael E. Nelson  
Michael E. Nelson