

P96000055868

KANTOR & SAPURSTEIN, P.A.

0700 SOUTH DIXIE HIGHWAY
SUITE 1000
MIAMI, FLORIDA 33150
(305) 070-0800
FAX (305) 070-0800

FILED

96 JUN 21 AM 11:38

SECRET
TALLAHASSEE, FLORIDA

CHARLES KANTOR
BERTRAM A. SAPURSTEIN
BRUCE E. BLOCH

June 4, 1996

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

300001855803
-06/07/96--01065--006
****122.50 ****122.50

Re: Star Too, Inc.
Articles of Incorporation

EFFECTIVE DATE
6-15-96

Ladies and Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for Star Too, Inc., together with our check in the amount of \$122.50 for the filing of same, with the copy to be returned to our office for our records.

If there is any question or delay in transmitting these Articles back to us, kindly call the undersigned as soon as possible.

Very truly yours,

KANTOR & SAPURSTEIN, P.A.


BRUCE E. BLOCH
For the Firm

W96-12331

BEB/tde
Enclosure

7-2-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1996

KANTOR & SAPURSTEIN, P.A.
ATTN: BRUCE E. BLOCH
9700 SOUTH DIXIE HWY., SUITE 1000
MIAMI, FL 33156

SUBJECT: STAR TOO, INC.
Ref. Number: W96000012331

We have received your document for STAR TOO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00028854

LAW OFFICES
KANTOR & SAPURSTEIN, P.A.

8700 SOUTH DIXIE HIGHWAY
SUITE 1000
MIAMI, FLORIDA 33158
(305) 870-8800
FAX (305) 870-8800

CHARLES KANTOR
BERTRAM A. SAPURSTEIN
BRUCE E. BLOCH

June 27, 1996

Florida Department of State
Division of Corporations
Attn: Kathy Hyman
P.O. Box 6327
Tallahassee, Florida 32314

Re: Star Too, Inc. Articles of Incorporation

Dear Ms. Hyman:

Enclosed please find an amended set of Articles of Incorporation changing the name of Star Too, Inc. to Star Commercial Art, Inc. Also enclosed is your letter dated June 10, 1996 advising us of the need for the name change. Since you did not return our filing fee, I am presuming that will be credited to this corporation and no other fees will be necessary. If that is not the case, please let me know. Also enclosed is a copy to be returned to us file-stamped. Thank you for your assistance.

If you have any questions, please do not hesitate to give me a call.

Very truly yours,

KANTOR & SAPURSTEIN, P.A.



BRUCE E. BLOCH
For the Firm

BEB/tde
Enclosures

**ARTICLES OF INCORPORATION
OF
STAR COMMERCIAL ART, INC.**

FILED
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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Star Commercial Art, Inc.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 15 day of June, 1998; provided that such day is allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Steve Petrosky

**STREET ADDRESS OF
PRINCIPAL/REGISTERED OFFICE**

12167 S.W. 131 Avenue
Miami, Florida 33186

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have the below-named directors. 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. The initial directors of this corporation shall be the Incorporators named below.

Steve Petrosky
12167 S.W. 131 Avenue
Miami, Florida 33186

Victoria E. Taylor
12167 S.W. 131 Avenue
Miami, Florida 33186

ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Steve Petrosky	12167 S.W. 131 Avenue Miami, Florida 33186
Victoria E. Taylor	12167 S.W. 131 Avenue Miami, Florida 33186

ARTICLE IX - INDEMNIFICATION

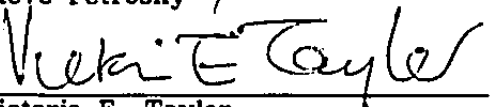
The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to his reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation as of this 25 day of April, 1996.


Steve Petrosky


Victoria E. Taylor

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

96 FILED
JUN 21 11:38
TALLAHASSEE
FLORIDA

The foregoing Articles of Incorporation were executed and acknowledged before me this 4 day of June, 1996 by Steve Petrosky as Incorporator.

Tina D. El-Khatib
NOTARY PUBLIC, State of Florida

Personally known X OR Produced Identification _____
Type of Identification Produced _____

My commission expires: 8-10-98



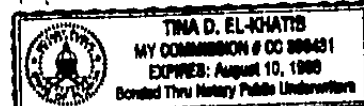
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing Articles of Incorporation were executed and acknowledged before me this 3 day of June, 1996 by Victoria E. Taylor, as Incorporator.

Tina D. El-Khatib
NOTARY PUBLIC, State of Florida

Personally known _____ OR Produced Identification X
Type of Identification Produced International D.L. # TAYLO L162157 VE9TJ

My commission expires:



CERTIFICATE OF REGISTERED AGENT

Star Commercial Art, Inc.
Having been named to accept service of process for ~~Star Commercial Art, Inc.~~, a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, 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 this 5 day of JUNE, 1996.

Steve Petrosky