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Peter Makris
2110 Drew Street
Clearwater, FL 34625

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June 27, 1996

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 PM 2:00

Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent/Registered Office for SOUTHERN STAR, INC. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, Florida 34625

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly yours,



Peter Makris

5/7/8

ARTICLES OF INCORPORATION

OF

SOUTHERN STAR, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTHERN STAR, INC.

The principal place of business of this corporation shall be: 1221 AMBLE LANE, APT. #2, CLEARWATER, FLORIDA 34615. The mailing address of this corporation shall be: 1221 AMBLE LANE, APT. #3, CLEARWATER, FLORIDA 34615.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

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OFFICE OF SECRETARIES
DIVISION OF CORPORATIONS
95 JUN - 5 PM 12:08

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have four directors and officers, initially. The names and street addresses of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

Roy N. Christofferson President	1221 Amble Lane, Apt. #2 Clearwater, Florida 34615
David F. Fenton, III Vice President	124 - 92nd Avenue Treasure Island, Florida 33706
Donna Rae Fenton Secretary	124 - 92nd Avenue Treasure Island, Florida 33706
Patricia C. Christofferson Treasurer	1221 Amble Lane, Apt. #2 Clearwater, Florida 34615

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to this
Articles of Incorporation is:

Roy N. Christofferson	1221 Amble Lane, Apt. #2 Clearwater, Florida 34615
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of July, 1996.

Signature of Incorporator

Roy N. Christofferson
Incorporator

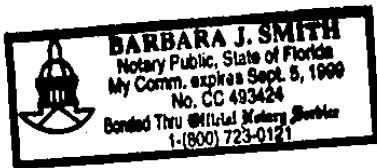
STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 29 day of July, 1996, by Roy N. Christofferson of SOUTHERN STAR, INC.

Notary Public

Barbara J. Smith
My Commission Expires: 9/5/99



SECRET FILED STATE
DIVISION OF CORPORATIONS
95 JUL -5 PM 12:08

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

SOUTHERN STAR, INC.

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

Name: ROY N. CHRISTOFFERSON

Address: 1221 AMBLE LANE, APT. #2

City: CLEARWATER

State: FLORIDA

Zip: 34615

SIGNATURE *Roy N. Christofferson*
(Corporate Officer)

TITLE: **PRESIDENT**

DATE: 7/2/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Roy N. Christofferson*
DATE: 7/2/96