

P96000058535

Alan M. Fisher, P.A.

6401 Southwest 87 Avenue
Suite 200
Miami, Florida 33173

Telephone:
(305) 279-8700
Fax: (305) 274-5997

Alan M. Fisher
Wendy Ennis-Volcy
Barry A. Postman

July 11, 1996

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304
ATTN: NEYSA CULLIGAN

Re: W.B.G. RISING STAR, INC.
Reference No. W964014494

500001889645
-07/10/96--01061--007
****122.50 ****122.50

Dear Ms. Culligan:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation.

A check in the amount of \$122.50 for filing fees is already in your possession.

Please file the original enclosed Articles of Incorporation and return a certified copy to the undersigned.

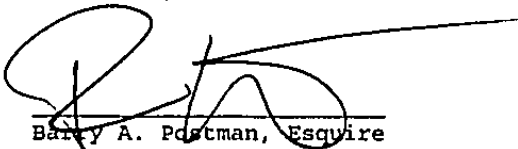
Your prompt attention to this matter will be greatly appreciated.

Thank you for your anticipated cooperation.

Very truly yours,

ALAN M. FISHER, P.A.

By:


Barry A. Postman, Esquire

BAP:epg
corporat\rising.art\pg6

759-502-672
696-14494

YU 7-172-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 11, 1996

ALAN M. FISHER, P.A.
6401 SOUTHWEST 87 AVE.
SUITE 200
MIAMI, FL 33173

SUBJECT: RISING STAR, INC.
Ref. Number: W96000014494

We have received your document for RISING STAR, 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.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Neysa Culligan
Document Specialist

Letter Number: 896A00033749

ARTICLES OF INCORPORATION
OF
W.B.G. RISING STAR, INC.

The undersigned, acting as incorporation of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The name of the corporation is W.B.G. RISING STAR, INC. The principal office and mailing address of the corporation is:

26225 S.W. 127th Avenue
Princeton, FL 33032

II

DURATION

The period of its duration is perpetual.

III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

CAPITAL STOCK

The corporation is authorized to issue 300 shares, all of one class, at \$1.00 par value.

V

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

Barry A. Postman, Esquire
6401 Southwest 87th Avenue
Suite 200
Miami, FL 33173

VI

INCORPORATOR

FILED
96 JUL 11 11:05
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

The name and address of the incorporator signing these Articles of Incorporation is:

Barry A. Postman, Esquire
6401 Southwest 87 Avenue
Suite 200
Miami, Florida 33173

VII

AMENDMENT OF ARTICLES

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

VIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver, submitted by the shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

IX

DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors or officers, are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof which approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or,

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B

Common or interested directors may be counted in determining the

presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

X

INDEMNITY

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for, pursuant to provisions of Section 607.014, Florida Statutes, as amended.

XI

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII

DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or the By-Laws.

XIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

XIV

AMENDMENT OF ARTICLES AND BY-LAWS

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the Board of Directors.

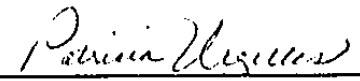
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 11 day of July, 1996.

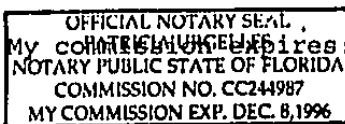

BARRY A. POSTMAN, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, BARRY A. POSTMAN, to me known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to and before me that he executed such instrument.

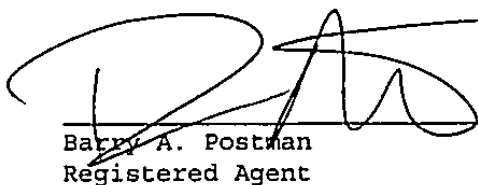
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of July, 1996.


NOTARY PUBLIC, State of Florida
at Large



ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 6401 S.W. 87th Avenue, Suite 200, Miami, FL 33173, I hereby agree to act in such a capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relevant to keeping open said office.


Barry A. Postman
Registered Agent

RECEIVED
TALLAHASSEE, FLORIDA

96 JUL 11 AM 11:05

FILED