



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 12, 1996

HODGSON RUSS ANDREWS

BOCA RATON, FL

SUBJECT: STAR COMPANIES, INC.
REF: W96000016834

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000011155
Letter Number: 196A00038349

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Of Counsel

RESIDENT IN NEW YORK

Paul R. Conover
Richard E. Heath
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Stephen M. Newman

August 13, 1996

VIA TELECOPY

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32302

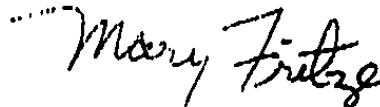
Dear Sir:

RE: Star Management Inc.

Enclosed are the Articles of Incorporation for Star Management Inc. Please charge our account and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,



Mary Fritze
Legal Assistant

Attachment

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95 AUG 13 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STAR MANAGEMENT INC.

ARTICLE I

NAME

The name of this corporation is: STAR MANAGEMENT INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized to have outstanding at any time is 5,000 common shares of the par value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:
Anthony L. Dutton, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (407) 394-0500
Florida Bar No. 268046
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ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431; and the name of the initial registered agent of the Corporation is HRAWG Corp.

ARTICLE VII

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation is:

2000 Glades Road, Suite 400
Boca Raton, Florida 33431

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

Anthony L. Dutton
2000 Glades Road, Suite 400
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 12th day of August, 1996.


Anthony L. Dutton, Incorporator

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CERTIFICATE OF DESIGNATION

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

BY: 

Cormac C. Conahan, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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