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Law Offices
of

CHRISTOPHER W. BOYDEN

Attorney at Law
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August 14, 1996

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

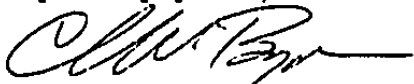
RE: Starbird, Inc.

Dear Sir:

Please find enclosed for filing in your offices the original Articles of Incorporation and Designation and Acceptance of Resident Agent. Also, enclosed is our firm's check in the amount of \$70.00 as and for the two filing fees.

Please call collect if you require anything further.

Very truly yours,



CHRISTOPHER W. BOYDEN, Esq.

CWB/vpt
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-21-96
KR

ARTICLES OF INCORPORATION

OF

STARBIRD, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the corporation shall be:

STARBIRD, INC.

The address of the principal office of this corporation shall be 420 Lake Carol Drive, West Palm Beach, FL 33407; and the mailing address of the corporation shall be the same.

ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any business or business activity permitted under the laws of the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with \$1.00 par value.

ARTICLE IV-PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V-ADDRESS

The street address of the initial registered office of the corporation shall be as follows:

321 Northlake Blvd., Suite 107
North Palm Beach, FL 33408

and the name of the initial registered agent of the corporation at that address is: CHRISTOPHER W. BOYDEN.

ARTICLE VI-TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLES VII-OFFICERS AND DIRECTORS

This corporation shall have one officer(s) and no director(s), initially. The name and street address of the initial officer(s) who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is: WILLIAM H. CORNELL, President and Secretary, 420 Lake Carol Drive, West Palm Beach, FL 33407. This corporation shall be governed by majority vote of the shareholders.

ARTICLE VIII-INCORPORATOR

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

WILLIAM H. CORNELL
420 Lake Carol Drive
West Palm Beach, FL 33407

IN WITNESS WHEREOF I/WE have made and subscribed our names(s)
and signature(s) to these Articles of Incorporation, this the
14th day of August, 1996.

William Cornell
WILLIAM CORNELL

State of Florida
County of Palm Beach

BEFORE ME, the undersigned authority, personally appeared,
WILLIAM H. CORNELL, to be well known to be the person described as
incorporator(s) in and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he subscribed
to those Articles of Incorporation and who did take an oath.

WITNESS my hand and official seal in the County and State
aforesaid this the 14th day of August, 1996.

My Commission Expires:

Christopher W. Boyden
Notary Public,



CERTIFICATE OF REGISTERED AGENT

IN PURSUANCE to Chapter 48.091, Florida Statutes, 1977, the following is submitted in compliance with said Act:

FIRST: That CHRISTOPHER W. BOYDEN desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation being in Florida, names: CHRISTOPHER W. BOYDEN as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

HAVING BEEN NAMED to accept service of process for the above State Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping upon said Office.



christopher w boyden

321 North Palm Beach, FL 33408
North Palm Beach, FL 33408

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TALLAHASSEE, FLORIDA