

P96000069726

LAW OFFICES
KANTOR & SAPURSTEIN, P.A.

0700 SOUTH DIXIE HIGHWAY
SUITE 1000
MIAMI, FLORIDA 33100
(305) 070-0800
FAX (305) 070-0800

96 AUG 19 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHARLES KANTOR
BERTRAM A. SAPURSTEIN
DAVID E. BLOOM

August 14, 1996

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

Re: ALLSTARS HOLDING, INC.
Articles of Incorporation

000001926050
-08/20/96--01045--013
***122.50 ***122.50

Dear Secretary of State:

Enclosed please find original and one copy of Articles of Incorporation for ALLSTARS HOLDING, 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.


BERTRAM A. SAPURSTEIN

BEB/mc
Enc.

PH
8/21/96

FILED

96 AUG 19 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALLSTARS HOLDING, INC.**

ARTICLE I - NAME

The name of this corporation is ALLSTARS HOLDING, INC.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the ____ day of August, 1996; 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>
100	\$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

LAWRENCE SALAS

**STREET ADDRESS OF
PRINCIPAL/REGISTERED OFFICE**

8830 S.W. 24th Street

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.

ENRIQUE PIWKO

President

LAWRENCE SALAS

Secretary

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

NAME**ADDRESS**

LAWRENCE SALAS

8830 S.W. 24th Street
Miami, FL 33165**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

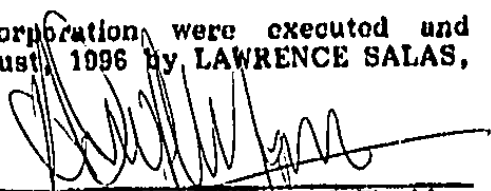
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 15th day of August, 1996.


LAWRENCE SALAS

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing Articles of Incorporation were executed and acknowledged before me this 15th day of August, 1996 by LAWRENCE SALAS, as Incorporator.

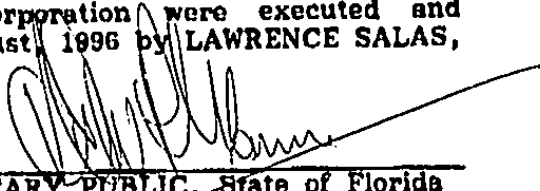

NOTARY PUBLIC, State of Florida

My commission expires:

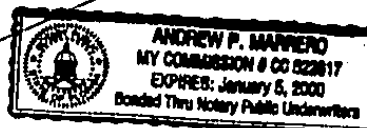
STATE OF FLORIDA)
)SS
COUNTY OF DADE)



The foregoing Articles of Incorporation were executed and acknowledged before me this 15th day of August, 1996 by LAWRENCE SALAS, as Incorporator.


NOTARY PUBLIC, State of Florida

My commission expires:



FILED

96 AUG 19 PM 2:59

RECORDS OF STATE
TALLAHASSEE, FLORIDACERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for ALLSTARS HOLDING, 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 15th day of AUGUST, 1998.



LAWRENCE SALAS