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FLORIDA DIVISION OF CORPORATIONS
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FROM: MACFARLANE FERGUSON & MCMULLEN
CONTACT: ROSALYN D GIBBS
PHONE: (813)273-4261

ACCT#: 076077001654

FAX #: (813)273-4396

NAME: NORTH STAR HOLDING CORP.

AUDIT NUMBER.....H96000012146

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 8/30/96

**ARTICLES OF INCORPORATION
OF
NORTH STAR HOLDING CORP.**

H-96-12146D

96 AUG 30 PM 5:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this corporation is **NORTH STAR HOLDING CORP.** and the principal place of business will be c/o James W. Goodwin, 111 Madison Street, Suite 2300, Tampa, Florida 33602.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

James W. Goodwin, Esq. #375519
Macfarlane Ferguson
111 E. Madison Street - Suite 2300
Tampa, Florida 33602 (813) 273-4337

H-96-12146

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

ARTICLE V

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 111 E. Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is James W. Goodwin.

ARTICLE VI

BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation shall be determined at a later date.

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VII

OFFICERS

- A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.
- B. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.
- D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified.

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles is:

James W. Goodwin, Esq., #375519
111 E. Madison Street - Suite 2300
Tampa, Florida 33602

ARTICLE IX

INDEMNIFICATION

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1993) or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, (1993) would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder,

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The director's breach of, or failure to perform, those duties' constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes (1993) would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE X

MISCELLANEOUS

A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of August, 1996.


 JAMES W. GOODWIN, ESQ.

H-96-12146

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of **NORTH STAR HOLDING CORP.** in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.


JAMES W. GOODWIN, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H-96-12146

1/14/97

P96000072390

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000000796 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MACFARLANE FERGUSON & MCMULLEN
CONTACT: ROSALYN D GIBBS
PHONE: (813)273-4261

ACCT#: 076077001654

FAX #: (813)273-4396

NAME: NORTH STAR HOLDING CORP.
AUDIT NUMBER.....H97000000796
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CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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Linda.

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TEL: 813 273 4396

P. 002

4-822-3708

01/15/97 12:00 FL. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

January 15, 1997

NORTH STAR HOLDING CORP.
C/O JAMES W. GOODWIN
111 MADISON STREET, SUITE 2300
TAMPA, FL 33602

SUBJECT: NORTH STAR HOLDING CORP.
REF: P96000072390

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The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: 897000000756
Letter Number: 897A00002048

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TEL: 813 273 4396

P. 002

1-022-3708

01/16/97 13:02 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 16, 1997

NORTH STAR HOLDING CORP.
C/O JAMES W. GOODWIN
111 MADISON STREET, SUITE 2300
TAMPA, FL 33602

SUBJECT: NORTH STAR HOLDING CORP.
REF: P96000072390

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The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000000796
Letter Number: 197A00002353

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JAN 16 1997

FAX AUDIT NO.: H97-798

**AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
NORTH STAR HOLDING CORP.**

Pursuant to the provision of Section 807.1001, Florida Statutes, the undersigned, being the Incorporator of North Star Holding Corp., a Florida Corporation (the "Company"), does hereby certify as follows:

1. The name of the Company is North Star Holding Corp.
2. Article 4 of the Company's Articles of Incorporation is amended by replacing Article 4 with the following:

"The maximum number of shares of stock authorized to be issued by the Corporation is 110,000,000 shares of capital stock, 100,000,000 of which shares shall be common shares of the par value of \$.01 per share and 10,000,000 of which shares shall be preferred shares of the par value of \$.01 per share. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. The Board of Directors of the Corporation is hereby expressly granted authority to issue from time to time series preferred stock in one or more series and to fix before issuance thereof, by filing a statement pursuant to the Florida Business Corporation Act, the number of shares in each such series and all designations, relative rights, preferences and limitations of the shares in each such series. All shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

3. No shareholder approval is necessary for this Amendment since no shares have been issued or officers or directors appointed.

4. The Amendment was adopted by the Incorporator on January 15, 1997.

IN WITNESS WHEREOF, the undersigned has placed his hand and seal of the Company under penalty of false statement on this 15th day of January, 1997.

NORTH STAR HOLDING CORP.

Effective January 15, 1997.

By: 

James W. Goodwin II, Incorporator

NAME: DAVID M. NICHOLSON
ADDRESS: 111 Madison Street
Tampa, Florida 33602
TELEPHONE NO.: 813-273-4200
FAX AUDIT NO.: H97-798
FLORIDA BAR NO.: 0881364

FAX AUDIT NO.: H97-798

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97 JAN 16 1997
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TALLAHASSEE, FLORIDA