

P960000083833

LAW OFFICES OF  
CRAIG R. DEARR, P.A.  
6950 NORTH KENDALL DRIVE  
MIAMI, FLORIDA 33156

TELEPHONE: (305) 667-1237  
FACSIMILE: (305) 667-1238

September 26, 1996

300001960403  
-10/01/96--01025--011  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

300001960403  
-10/01/96--01025--011

Re: ~~FIVE STAR DEVELOPMENT COMPANY~~  
Our File Number: 5451.1

Dear Sirs:

Enclosed are the Articles of Incorporation for FIVE STAR DEVELOPMENT COMPANY and our check for the filing fee in the amount of \$122.50.

Please return the Certificate and filed articles to my office at the address shown above.

Very truly yours,  
CRAIG R. DEARR, P.A.

*Craig R. Dearr*

CRAIG R. DEARR  
For the firm

CRD/sw

Enclosures as stated.

502-672  
W96-20897

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 19 PM 3:22

*9/10/96*

Law Offices  
**CRAIG R. DEARR, P.A.**

6950 North Kendall Drive  
Miami, Florida 33156

Telephone: (305) 667-1237  
Facsimile: (305) 667-1238

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 OCT 10 PM 3:22

October 8, 1996

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Attention: Cloretha Golden

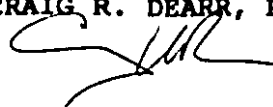
Re: Five Star Building and Development Corporation  
Our File Number: 5451.1

Dear Ms. Golden:

As per your conversation with my secretary on October 3, 1996, enclosed are the modified Articles of Incorporation for the above named corporation. The articles were previously sent to you under the name of Five Star Development Company on September 26, 1996, but our client has decided to incorporate under the name of Five Star Building and Development Corporation. You have retained the filing fee which was sent up on September 26, 1996. Please send the Articles of Incorporation to our office and contact us if you have any questions. Thank you for your assistance in this matter.

Very truly yours,

CRAIG R. DEARR, P.A.

  
CRAIG R. DEARR  
For the firm

CRD/sw

Enclosure as stated.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 OCT 10 PM 3:22

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 3, 1996

CRAIG R. DEARR, P.A.  
6950 NORTH KENDALL DRIVE  
MIAMI, FL 33156

SUBJECT: FIVE STAR DEVELOPMENT COMPANY  
Ref. Number: W96000020897

We have received your document for FIVE STAR DEVELOPMENT COMPANY 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 596A00045238

OCT 07 1996

DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 19 PM 3:22

NAME: FIVE STAR BUILDING AND DEVELOPMENT CORPORATION

ADDRESS: 3 Pelican Isle

CITY: Las Olas      STATE: Florida      ZIP CODE: 33301

TELEPHONE NUMBER WITH AREA CODE:

NAME OF CORPORATION: FIVE STAR BUILDING AND  
DEVELOPMENT CORPORATION

FOR OFFICE USE ONLY

<input type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> CERTIFICATE UNDER SEAL	<input type="checkbox"/> CERTIFIED COPY
		<input type="checkbox"/> OTHER

ARTICLES OF INCORPORATION  
OF  
FIVE STAR BUILDING AND DEVELOPMENT CORPORATION

FILED  
STATE  
INCORPORATIONS  
95 OCT 10 PM 3:22

ARTICLE I. NAME AND ADDRESS:

The name and principal office address of this corporation is:

FIVE STAR BUILDING AND DEVELOPMENT CORPORATION  
3 Pelican Isle, Las Olas, Florida 33301

ARTICLE II. PURPOSE:

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK:

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE IV. PREEMPTIVE RIGHTS:

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services in payment of corporate debts or otherwise shall have the right to purchase his proportionate share thereof.

ARTICLE V. INITIAL REGISTERED OFFICE OF AGENT:

The street address of the initial registered office of this corporation is:

6950 North Kendall Drive  
Miami, Florida 33156

and the name of the initial registered agent of this corporation at that address is:

CRAIG R. DEARR

which agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

ARTICLE VI. BOARD OF DIRECTORS:

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Rounds	3905 Adra Avenue Miami, Florida 33178
Franklin Michael Jones	3 Pelican Isle Las Olas, Florida 33301

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such

corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such member, thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, any may vote there at to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VII. INCORPORATOR:

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

MICHAEL J. ROUNDS  
3905 Adra Avenue, Miami, Florida 33178

#### ARTICLE VIII. BYLAWS:

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders and Board of Directors.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 25<sup>th</sup> day of September, 1996.

  
MICHAEL J. ROUNDS  
Subscriber

STATE OF FLORIDA }  
COUNTY OF DADE } ss

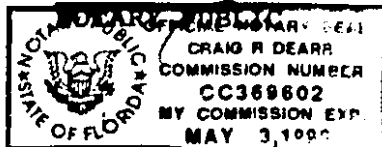
I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county above named, to take acknowledgments, personally appeared

MICHAEL J. ROUNDS

to me known to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named this 25 day of September, 1996.

My Commission Expires:



The undersigned having been named to accept service of process for the above corporation at the place designated in Article V. hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
REGISTERED AGENT-CRAIG R. DEARR