

P96000093678

Barbara A. Murphy

FILED

3025 Samara Drive

Tampa FL 33618-4305

96 NOV 12 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 8, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

000002002580--5
-11/13/96--01083--002
*****70.00 *****70.00

Re: HCG 5-STAR PRODUCTIONS

Dear Madam or Sir:

Enclosed for filing please find an original and a copy of the Articles of Incorporation for the above named Florida corporation, and a check in the amount of \$70.00 to cover the cost of filing and a stamped copy to be returned to my attention.

If you have any questions, please do not hesitate to call me at (813) 227-8418. Thank you.
Thank you for your assistance

Sincerely,

Barbara A. Murphy
Barbara A. Murphy

/bm
Enclosure

11-1596

**ARTICLES OF INCORPORATION
OF
HCG 5-STAR PROMOTIONS, INC.**

FILED
96 NOV 12 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: HCG 5-STAR PROMOTIONS, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 101 E. Kennedy Blvd., Suite 2175, Tampa, Florida 33602.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 2175, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is STEPHEN C. DIACO. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name
Barbara A. Murphy

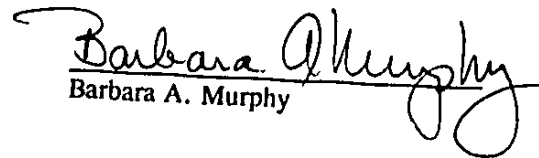
Address
3025 Samara Drive
Tampa, Florida 33618

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Barbara A. Murphy

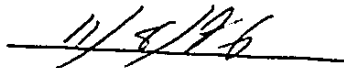
REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


Stephen C. Diaco

Date:



FILED
96 NOV 12 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA