

RODRIGUEZ LANGSTADT & AGUIERO
A Partnership of Professional Associations

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97 FEB -7 AM 10:12

15th January, 1997

TALLAHASSEE, FLORIDA

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

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-01/28/97--01086--012
****122.50 ****122.50

Re: ARTICLES OF INCORPORATION OF
~~RISING STAR, INC.~~
New CONSTELLATION, INC.

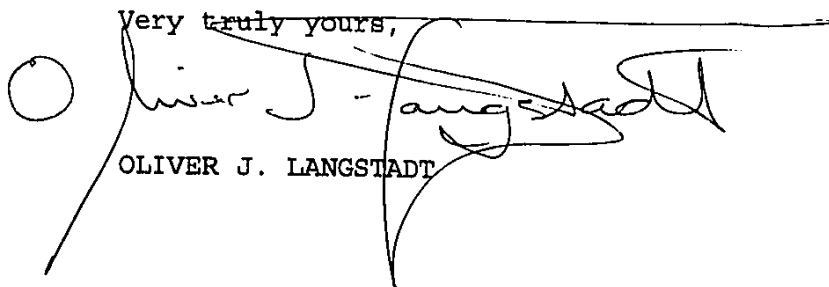
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of **RISING STAR, INC.** Please file the Articles of this corporation and return a certified copy to the undersigned reflecting when the Articles were filed with the State.

Also, enclosed please find my operating account check in the amount of \$122.50, which represents the requisite filing fee and certified copy fee.

Thank you for your cooperation in this matter, and should you have any questions, please feel free to contact me.

Very truly yours,


OLIVER J. LANGSTADT

OJL/br

Enclosures: 1) Articles of Incorporation of **RISING STAR, INC.**
2) Check in the amount of \$122.50

BH 2/7/97
WPT 2/3/97
BH 2/30/97

RODRIGUEZ LANGSTADT & AGUERO

Minervino Rodriguez, Jr.
Oliver J. Langstadt
Gladys Agüero
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Guido Aguilera

Attorneys at Law
A Partnership of Professional Associations

815 Ponce de Leon Boulevard
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Telephone: (305) 461-5667
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4th February, 1997

Ms. Pamela Hall
Document Specialist
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

New Constellation
RE: ~~RISING STAR, INC.~~ REFERENCE NO. W97000002354

Dear Ms. Hall:

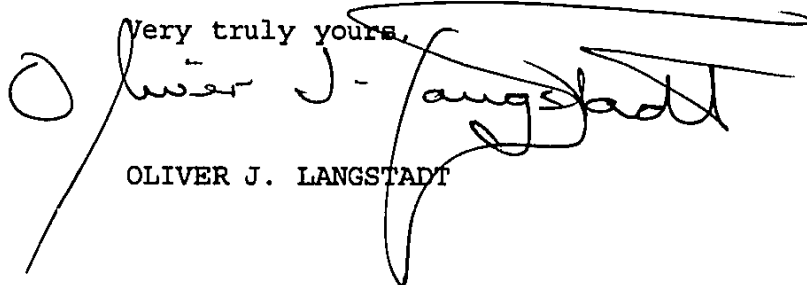
Thank you for your letter dated the 30th of January, 1997.

Enclosed please find the new articles of incorporation relating to the above referenced matter, but with a new name. The new name chosen is New Constellation, Inc. Please process these articles at your earliest convenience and remember that you have retained my operating account check in the amount of \$122.50 made payable to you.

Also enclosed please find your January 30th letter addressed to me which you requested that I return with the new articles.

Thank you for your cooperation in this matter.

Very truly yours,



OLIVER J. LANGSTADT

OJL/br

Enclosures: 1) Articles of Incorporation of **NEW CONSTELLATION, INC.**

2) Your letter dated 1-30-97.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

OLIVER J. LANGSTADT, ESQ.
815 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

Ways Constellation
SUBJECT: ~~RISING STAR~~, INC.
Ref. Number: W97000002354

RECEIVED FEB 01 1997

We have received your document for RISING STAR, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 197A00004941

FILED

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEW CONSTELLATION, INC.

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

NEW CONSTELLATION, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1000) SHARES of common stock with no par value.

ARTICLE FIVE

The street address of the initial office of the Corporation is:

815 Ponce De Leon Boulevard
Suite 200
Coral Gables FL 33134

The name of the initial Registered Agent is:

OLIVER J. LANGSTADT

The address of the Registered Agent is:

815 Ponce De Leon Boulevard
Suite 200
Coral Gables FL 33134

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is ONE (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation is as follows:

Oliver J. Langstadt/President/Vice President/Secretary/Treasurer
815 Ponce De Leon Boulevard
Suite 200
Coral Gables FL 33134

ARTICLE SEVEN

The name and address of the incorporator is as follows:

Oliver J. Langstadt
815 Ponce De Leon Boulevard
Suite 200
Coral Gables FL 33134

ARTICLE EIGHT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

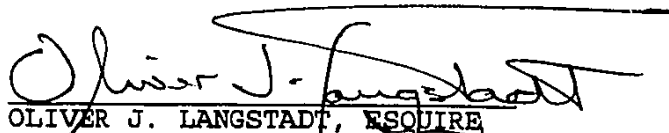
ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5 day of FEBRUARY 1997.


OLIVER J. LANGSTADT, ESQUIRE

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

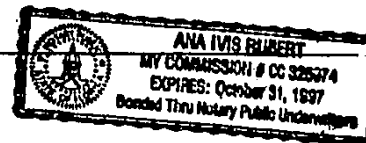
At The foregoing instrument was acknowledged before me this
day of February 1997, by OLIVER J. LANGSTADT who
personally appeared before me at the time of notarization.

NOTARY PUBLIC STATE OF FLORIDA

Signature

My commission expires:

Print



Personally Known OR Produced Identification
Type of Identification Produced

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, hereby accept the appointment as registered 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.

Dated this 5 day of FEBRUARY, 1997.

Oliver J. Langstadt
OLIVER J.
Registered Agent

LANGSTADT