

P97000016720

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Seven Stars, Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 FEB 21 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

200002094002--7
-02/21/97--01020--016
***122.50 ***122.50

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
.....	\$

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAA

WALK-IN Will Pick Up 2/21/97

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
SEVEN STARS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **SEVEN STARS, INC.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to such extent as a corporation is organized under the corporation law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its business plan; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amending those laws, supplemental thereto, or substituted therefore.
4. **Capital Stock.** The corporation is authorized to issue 7,000 shares, all of one class, at \$0.10 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Roger J. Rand
6321 N.W. 37th Avenue
Miami, Florida 33147

6. **Initial Board of Directors.** The corporation shall have one director initially. The number of directors may be increased from time to time but shall never be less than one.

The name and addresses of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Roger J. Rand	6321 N.W. 37 th Avenue Miami, Florida 33147

7. **Incorporator.** The name and address of the Incorporator signing this Articles of Incorporation is:

Roger J. Rand	6321 N.W. 37 th Avenue Miami, Florida 33147
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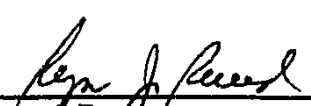
8. **Non-Resident Directors.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

9. **Meetings by Conference Telephone.** Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

10. **Informal Action of Directors.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 20th day of February, 1997.

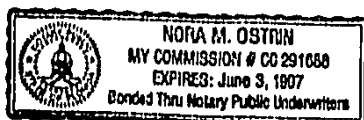


Roger J. Rand
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Roger J. Rand and to me know to the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of February, 1997.





Print Name:
NOTARY PUBLIC, State of Florida At Large

**CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

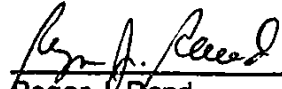
PURSUANT TO THE PROVISIONS OF SECTION 607.0202(1)(b), FLORIDA STATUTES, THE UNDERSIGNED, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **SEVEN STARS, INC.**

The name and address of the initial registered agent and the initial principal office is:

Roger J. Rand
6321 N.W. 37th Avenue
Miami, Florida 33147

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I 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.



Roger J. Rand
Dated: February 20, 1997

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