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NAME: STAR SINGLES WORLD TRAVEL, INC.
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ARTICLES OF INCORPORATION

- of -

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STAR SINGLES WORLD TRAVEL, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I

NAME

The name of the corporation shall be: STAR SINGLES WORLD TRAVEL, INC.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) Coordination of travel arrangements;

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall

Prepared By:
Melissa K. Rashbaum, Esq.
901 N.E. 125th Street
North Miami, Florida 33161
305-891-6100

Florida Bar Number 0059854

The name and address of the initial Board of Directors of this corporation is:

Samuel Halpert
351 Desoto Street
Hollywood, Florida 33019

ARTICLE VIII

INCORPORATOR

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

Melissa K. Rashbaum
901 Northeast 125th Street
North Miami, Florida 33161

ARTICLE IX

ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights confessed on officers, directors and stockholders herein are granted subject to this reserves.

ARTICLE X

DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI

INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at Miami, Dade County, Florida, on March 4, 1997.

Melissa K. Rashbaum (SEAL)
Melissa K. Rashbaum

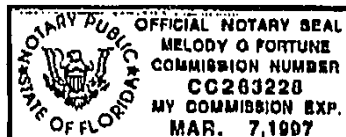
STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged to me this 4th day of March, 1997, by Melissa K. Rashbaum, who is personally known to me and who did take an oath..

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Melody G. Fortune
Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, Star Singles World Travel, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, State of Florida, has named **Melissa K. Rashbaum**, located at 901 Northeast 125th Street, North Miami, Florida 33161, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

(Must be signed by Designated Agent)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Melissa K. Rashbaum
Melissa K. Rashbaum
Registered Agent

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