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ACCT#: 075350000123

CONTACT: LISA H ROSS

FAX #: (813)221-9122

PHONE: (813)228-0530

NAME: STAR REALTY MANAGEMENT, INC.

AUDIT NUMBER.....H97000004450

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
STAR REALTY MANAGEMENT, INC.

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The undersigned, acting as incorporator of Star Realty Management, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I  
Name

The name of the corporation is: Star Realty Management, Inc.

ARTICLE II  
Commencement of Existence

The existence of the corporation will commence on the date of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III  
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV  
Duration

The term of existence of the Corporation is perpetual.

ARTICLE V  
Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per share. The

Prepared by: James R. Freeman (FEN 261971)  
P. O. Box 2378  
Tampa, FL 33601  
813-228-8530

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Corporation, as authorized by the board of directors may issue shares for any consideration described in Section 607.0621, Florida Statutes or otherwise provided by law.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 4414 San Carlos, Tampa, FL 33629, and the name of the corporation's initial registered agent at that address is JAMES R. FREEMAN.

ARTICLE VII  
Mailing Address and Principal Office Address

The mailing address and the address of the principal office of the Corporation is 4414 San Carlos, Tampa, FL 33629.

ARTICLE VIII  
Initial Board

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1) director. The names and street addresses of the initial directors are:

| <u>Name</u>                                   | <u>Address</u>                          |
|---|---|
| James R. Freeman<br>Director/President        | 4414 San Carlos<br>Tampa, FL 33629      |
| Martin Pope<br>Director/Vice President        | 3605 East Powhatten<br>Tampa, FL 33610  |
| Stewart Smith<br>Director/Secretary/Treasurer | 514 East Fern Street<br>Tampa, FL 33674 |

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ARTICLE IX  
Incorporator

The name and street address of the incorporator is:

Name

James R. Freeman

Address

4414 San Carlos  
Tampa, FL 33629

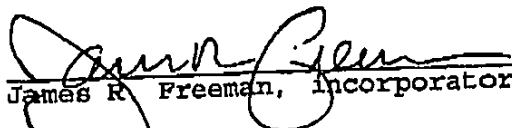
ARTICLE X  
Bylaws

Either the board of directors or the shareholders may adopt, alter, or repeal bylaws; provided, however, (i) the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors; and (ii) any bylaw pertaining to "mandatory distributions" may only be amended or repealed with the unanimous consent of the shareholders.

ARTICLE XI  
Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law; provided, however, the unanimous consent of the shareholders is required to amend Article X and XI of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 17 day of March, 1997.

  
James R. Freeman, Incorporator

[0299605.WP]

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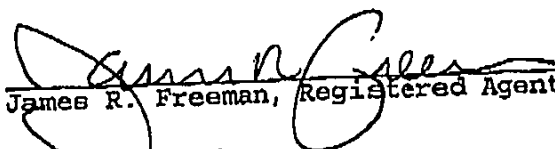
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State or Florida.

1. The name of the corporation is: STAR REALTY MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

JAMES R. FREEMAN  
4414 San Carlos  
Tampa, FL 33629

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Signature:   
James R. Freeman, Registered Agent

Date: MAR 17, 1997

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