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March 19, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/23/97--01058--017  
\*\*\*\*131.25 \*\*\*\*131.25

Re: Northstar Asset Management, Inc.

Ladies and Gentlemen:

Please find enclosed the following in connection with the above referenced matter:

1. Original Articles of Incorporation and one copy for return mailing
2. Check in the amount of \$131.24 which represents \$122.50 filing fee (Certified copy included); Certificate of Good Standing \$8.75.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

*David F. Pleasanton*  
David F. Pleasanton

DFP/lis  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 23 AM 11:41

*DFP*  
4/1/97

EFFECTIVE DATE

3/24/97

**ARTICLES OF INCORPORATION**

**OF**

**NORTHSTAR ASSET MANAGEMENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 28 AM 11:41

**ARTICLE I**

**NAME**

The name of the corporation shall be NORTHSTAR ASSET MANAGEMENT, INC.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

This corporation is authorized to carry on and license and authorize others to carry on all or any part of the several businesses enumerated in this Article, including all of the following:

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

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock the corporation is authorized to have outstanding at any one time is ONE HUNDRED SHARES with a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE IV**

**INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall be not less than One Thousand Dollars (\$1,000.00).

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the day on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

ARTICLE VI

PRINCIPAL OFFICE

The principal office and place of business of this corporation shall be located at: 2724 Yarmouth Drive, Wellington, FL 33414, with the privilege of establishing offices and places of business at other places in the State of Florida or the United States of America or abroad.

ARTICLE VII

DIRECTORS AND OFFICERS

The first Board of Directors of the corporation shall consist of two (2) members as follows:

CELSO OTERO  
RENA OTERO

The initial officers of the corporation who shall serve from the commencement of the corporation's existence until their successors are elected and qualified, shall be as follows:

CELSO OTERO -	President
RENA OTERO -	Treasurer

Directors need not be residents of the State of Florida or stockholders of the corporation. The number of directors may be increased by bylaw adopted by the shareholders, but may not be diminished to a number less than two (2).

#### ARTICLE VIII

##### SUBSCRIBERS

The name and street address of the initial subscribers to the capital stock of the corporation, are as follows:

CELSO OTERO 2724 Yarmouth Drive, Wellington, FL 33414  
Fifty (50) shares

RENA OTERO 2724 Yarmouth Drive, Wellington, FL 33414  
Fifty (50) shares

#### ARTICLE IX

##### PREEMPTIVE RIGHTS

The shareholders shall have the preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

#### ARTICLE X

##### INCORPORATORS

The name and address of the person signing these Articles as incorporator is:

CELSO OTERO, 2724 Yarmouth Drive, Wellington, FL 33414

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

97 MAR 28 AM 11:11

The registered agent of the corporation, initially, shall be David F. Pleasanton, Esq., 1840 Forest Hill Blvd., Ste. 205, West Palm Beach, FL 33406.

IN WITNESS WHEREOF, the above-named incorporator has hereunto set his hand and seal this 24<sup>th</sup> day of March, 1997.

*[Signature]* (SEAL)

STATE OF FLORIDA        )  
                                  )  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CELSD OTERO, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and that he acknowledged to and before me that he executed the same for the purposes therein mentioned.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1997.

*Lisa Sorenson*



Notary Public, State of Florida at Large

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation herein as registered agent.

3/24/97  
Date

*David F. Pleasanton*  
DAVID F. PLEASANTON, ESQ.