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STUART, FLORIDA 34994  
(561) 287-0660

WM. A. OUGHTERSON  
JOHN E. PREWITT  
FREDERICK G. SUNDHEIM, JR.

FILED  
97 APR - - AM 9:15  
TALLAHASSEE, FLORIDA  
OUGHTERSON  
(561) 287-0660  
FAX (561) 287-0622

April 4, 1997

The Honorable Sandra B. Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

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-04/08/97--01004--013  
\*\*\*122.50 \*\*\*122.50

RE: FIVE STAR PROPERTIES GROUP, INC.

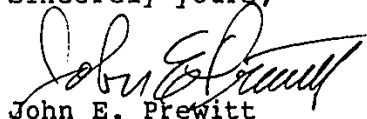
Dear Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced. Also enclosed is our check in the amount of \$122.50 to cover your fee for filing same.

When the corporation has been filed, please return a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely yours,

  
John E. Prewitt

JEP:mc  
cc: Chester J. Edwards  
Enclosures (as stated)  
E-396

F. CHESNEY

APR 9 1997

297 17734

ARTICLES OF INCORPORATION  
OF  
FIVE STAR PROPERTIES GROUP, INC.

FILED  
97 APR -7 AM 9:15  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be FIVE STAR PROPERTIES GROUP, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are to operate a real estate sales office, to buy, sell, and reinvest in real estate.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 having a nominal or par value of One (\$1.00) Dollar per share.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of this corporation in the State of Florida is: 306 SE Monterey Road, Stuart, Martin County, Florida. The name of the initial registered agent at such address is CHESTER J. EDWARDS.

The street address of the initial principal office of the corporation is: 306 SE Monterey Road, Stuart, Florida 34994 and the mailing address is the same.

ARTICLE VI  
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

#### ARTICLE VII. INCORPORATORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Chester J. Edwards	306 SE Monterey Rd. Stuart, FL 34994	President Secretary/ Treasurer
Harry F. Findon	6500 N. Military Tr., #96 West Palm Beach, FL 33407	Vice President

#### ARTICLE VIII. BY-LAWS

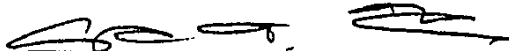
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

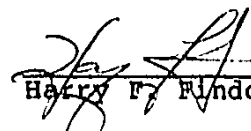
#### ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

  
Chester J. Edwards

  
Harry F. Findon  
2

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me this  
4 day of April, 1997 by CHESTER J. EDWARDS, who is  
personally known to me \_\_\_\_\_ or produced Florida drivers license #  
E363-110-59-469-0 as identification.

X12/97

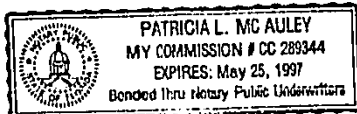


Patricia L McAuley  
Notary Public  
State of Florida  
My Commission Expires: 5/25/97

Patricia L McAuley  
Printed name of Notary

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledged before me this  
4 day of April, 1997 by HARRY F. FINDON, who is  
personally known to me \_\_\_\_\_ or produced Florida drivers license  
#F535-366-40-021-0 X2000 as identification.



Patricia L McAuley  
Notary Public  
State of Florida  
My Commission Expires: 5/25/97

Patricia L McAuley  
Printed name of Notary

I, CHESTER J. EDWARDS, having been designated to act as  
Registered Agent, hereby consent to act in that capacity until  
removed or my resignation is submitted.

  
Chester J. Edwards

FILED  
97 APR -7 AM 9:15  
SECLERIAL OFF STATE  
TALLAHASSEE, FLORIDA