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LAW OFFICES

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ATTORNEY AT LAW

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May 8, 1997

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314-6327

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-05/12/97--01030--019
****122.50 ****122.50

Re: Filing, Articles of Incorporation for:
THE BLUE SEASTAR CORPORATION
File: 97-4918

Dear Sirs:

I have enclosed the original and one (1) copy of a set of Articles of Incorporation for the above-named Florida corporation, to be filed in your office. I have also enclosed my firm's check in the sum of \$122.50 to cover your fees for filing the Articles and for furnishing a **certified copy** of the Articles after they have been filed.

Please file the enclosed Articles of Incorporation and forward a certified copy of them to me as soon as possible.

Thank you very much for your assistance and for your attention to this request.

Sincerely yours,

Jeffrey C. Coon

Encls:

FILED
97 MAY 12 AM 10:52
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
THE BLUE SEASTAR CORPORATION

FILED
97 MAY 12 AM 10:52
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of the corporation shall be THE BLUE SEASTAR CORPORATION.

ARTICLE II

DURATION

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be that of real estate development, and any and all related manner of business, as well as any other business or activities permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

CORPORATE POWERS

The corporation shall have the power to:

1. Sue and be sued, appear and defend in all actions and actions and proceedings in its corporate name, to the same extent as a natural person.
2. Adopt and use a common corporate seal, and to alter the same if deemed necessary.

3. Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.

4. Adopt, change, amend, and repeal a set of By-Laws for the corporation, not inconsistent with its Articles of Incorporation, for the exercise of its affairs and property, and the transfer on its records of its shares of stock, or other evidence of ownership of the corporation, and for the calling and holding of meetings of its shareholders, officers and directors.

5. Make and enter into all contracts necessary and proper for the conduct of its business.

6. (a) Conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or other dispose of franchises in this state, or in any of the several states, territories or possessions of the United States.

(b) Purchase the corporate assets of any other corporation, and engage in the same character of business as the acquired corporation.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any other licenses or rights or interests therein or thereunder.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain and secure payments of any indebtedness or liability to it.

(e) Indemnify any officer, director, or any former officer or director, in the manner set out and provided for in the By-Laws of the corporation.

7. In general, to do all things, and perform all acts necessary and proper for the accomplishment of the purposes stated in these Articles, or necessary or incidental to the objectives of the corporation, and to have and exercise all powers of any nature whatsoever

permitted or conferred by law upon corporations in general.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall commence its business shall be not less than one thousand dollars (\$1,000.00).

ARTICLE VI

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have issued and outstanding at any time is one thousand (1,000) shares of common stock, each with a nominal per value of \$1.00 per share. The price to be paid for each share of stock shall be determined by the Board of Directors of the corporation.

ARTICLE VII

PRINCIPAL BUSINESS OFFICE

The principal business office of the corporation shall be located, initially, at:
8801 S.W. 100 Street, Miami, Florida 33176.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be: 8801 S.W. 100th Street, Miami, Florida 33176. The name of the initial registered agent of the corporation at that address shall be: Robert D. Poppino. The corporation shall have the power to move its principal business office, and to change its registered agent and registered office to any other address in the State of Florida, and to establish branch offices and other places of business within and without the State of Florida that may be deemed expedient.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) director initially. The number of directors may be increased or decreased from time to time, in accordance with the By-laws of the corporation, but shall never be less than one (1) nor more than three (5) in number. The names and addresses of the initial directors of the corporation are:

Robert D. Poppino
8801 S.W. 100th Street
Miami, Florida 33176

Phyllis C. Poppino
8801 S.W. 100th Street
Miami, Florida 33176

ARTICLE X

SUBSCRIBERS

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

Robert D. Poppino
8801 S.W. 100th Street
Miami, Florida 33176

Phyllis C. Poppino
8801 S.W. 100th Street
Miami, Florida 33176

ARTICLE XI

INFORMAL ACTION OF THE DIRECTOR(S)

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing(s) evidencing their consent are filed with the secretary of the corporation, then such action(s) shall be as valid as though authorized at a meeting, duly called, or the Board of Directors of the corporation.

ARTICLE XII

BY-LAW AMENDMENT

The power to adopt, amend, or repeal the By-laws of the corporation shall be vested in the Board of Directors of the corporation.

ARTICLE XIII
AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provisions of these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders of the corporation are subject to this reservation of rights.

IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation for the purpose expressed herein.

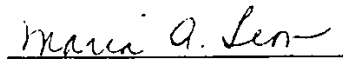

Robert D. Poppino


Phyllis C. Poppino

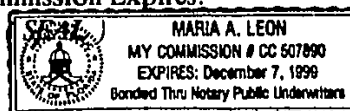
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned Notary Public, personally appeared, Robert D. Poppino, who is to me personally known or who produced for identification, his Florida Driver's License No. _____, and who being first duly cautioned and sworn by me, deposes and said that he executed the above and foregoing Articles of Incorporation for the purposes expressed therein.

ACKNOWLEDGED AND SUBSCRIBED before me this 5th day of May, 1997 at Miami, Dade County, Florida.



Notary Public-State of Florida
My Commission Expires: _____

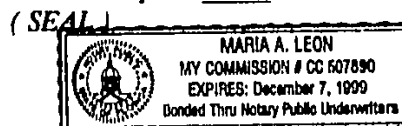
STATE OF FLORIDA
COUNTY OF DADE



BEFORE ME, the undersigned Notary Public, personally appeared, Phyllis C. Poppino, who is to me personally known or who produced for identification her Florida Driver's License No. _____, and who being duly cautioned and sworn, deposed and said that she executed the above and foregoing Articles of Incorporation for the purposes expressed therein.

ACKNOWLEDGED AND SUBSCRIBED before me this 5th day of May, 1997 at Miami, Dade County, Florida.


Notary Public - State of Florida
My Commission Expires: _____



CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
AND NAMING THE INITIAL REGISTERED AGENT OF THE
CORPORATION UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.34 of Florida Statutes, the following is submitted:

1. That **THE BLUE SEASTAR CORPORATION**, desiring to qualify under the laws of the State of Florida, with its principal place of business at: 8801 S.W. 100th Street, Miami, Dade County, Florida 33176, has appointed: Robert D. Poppino, whose address is 8801 S.W. 100th Street, Miami, Dade County, Florida 33176, as its Registered Agent to accept service of process for the corporation within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named newly formed Florida corporation, at the registered office designated above, I do hereby agree and consent to act in this capacity and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED on MAY 6, 1997


Robert D. Poppino
Registered Agent

97 MAY 12 PM 10:52
TALLAHASSEE, FLORIDA