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TRANSMITTAL LETTER

**TO:** Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee FL 32314

**FROM:** Bruce A. Ryals  
2020 West Fairbanks Avenue, Suite 208  
Winter Park, Florida 32789  
Telephone (407) 644-9178  
Mobile (407) 415-0555

**RE:** **NORTHSTAR CAPITAL CORPORATION**  
Articles of Incorporation

FILED  
97 JUL 15 11 5:33

MAIL ROOM

RE DATE  
5-10-97

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-05/15/97--01004--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is the original and one copy of the articles of incorporation and designation of registered agent for the above stated corporation and a check for **\$78.75** (\$35.00 filing fee, \$35.00 designation fee, and \$8.75 for certificate of status).

I can be reached at the address and telephone number above if there are any problems and you need to contact me. Thanks.

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ARTICLES OF INCORPORATION  
OF  
NORTHSTAR CAPITAL CORPORATION

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Northstar Capital Corporation.

ARTICLE II

The existence of the corporation shall begin on May 10, 1997.

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ARTICLE III

The street address of the principal office of the Corporation is 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 7,000., all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789. The initial registered agent for the Corporation at that address is Bruce A. Ryals.

ARTICLE VI

The initial board of directors shall consist of three members. The names and address of the persons who will serve on the initial board of directors are: Bruce A. Ryals, 2020 West Fairbanks Avenue, Suite 208, Winter Park, FL 32789; Keith Duffy, 21707 San Simeon Circle, Boca Raton, FL 33433; Larry Fortman, 3250 River Green Parkway, Suite A, Duluth, GA 30136.

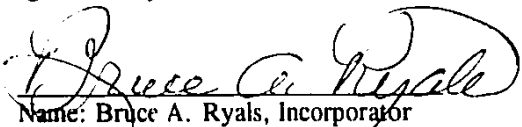
ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are: Bruce A. Ryals, 2020 West Fairbanks Avenue, Suite 208, Winter Park, FL 32789

ARTICLE VIII

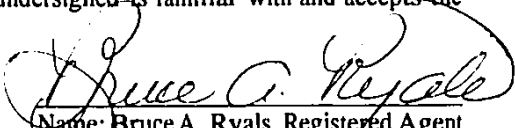
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of May, 1997.

  
Name: Bruce A. Ryals, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Northstar Capital Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Bruce A. Ryals, Registered Agent

Date: May 10, 1997

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