

**PHILIP J. GOUZE, P.A.**

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P97000046769

May 22, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: TILT STAR, INC.

Dear Sir or Ms.:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation along with my office check payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

Filing Fees	\$35.00
Certified copy of Articles of Incorporation	\$52.50
Registered Agent Designation	\$35.00

Please immediately file same of record, and return a certified copy of the Articles of Incorporation to my office by FedEx in the FedEx envelope provided (completed FedEx shipping label also included).

Thank you for your cooperation.

Very truly yours,



PHILIP J. GOUZE  
Attorney at Law

PJG/st  
Enclosures

FILED  
97 MAY 23 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
5/28/97

ARTICLES OF INCORPORATION OF

**TILT STAR, INC.**

**FILED**

97 MAY 23 AM 9:29

SEC. OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is TILT STAR, INC..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V - PRINCIPAL OFFICE/STREET ADDRESS OF CORPORATION,  
AND INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the Corporation is:

TILT STAR, INC.  
1400 N.E. 57th Court, Suite 303  
Fort Lauderdale, FL 33334

The street address of the Corporation's initial registered office is:

1400 N.E. 57th Court, Suite 303  
Fort Lauderdale, FL 33334

and the initial Registered Agent at that office is:

JOSEPH A. ENGLERT

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) director. The number of Directors may be increased or decreased from time to time by vote of the stockholders. Any Director shall also be a stockholder of the corporation. The name and address of the initial Board of Directors of this corporation is:

Name

Address

JOSEPH A. ENGLERT

1400 N.E. 57th Court, Suite 303  
Fort Lauderdale, FL 33334

#### ARTICLE VII - INCORPORATOR

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

JOSEPH A. ENGLERT

1400 N.E. 57th Court, Suite 303  
Fort Lauderdale, FL 33334

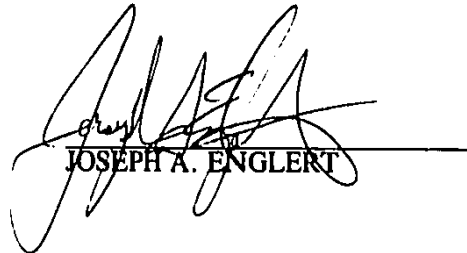
#### ARTICLE VIII - DIRECTOR QUORUM

A quorum for a meeting of directors shall consist of a majority of the Directors.

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

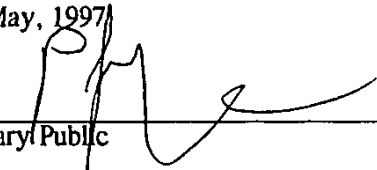
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 22<sup>nd</sup> day of May, 1997.

  
JOSEPH A. ENGLERT

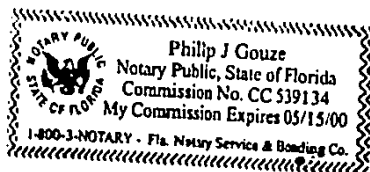
STATE OF FLORIDA }  
COUNTY OF BROWARD }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOSEPH A. ENGLERT, who is personally known to me , who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22nd day of May, 1997

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

97 MAY 23 AM 9:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That TILT STAR, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named JOSEPH A. ENGLERT, 1400 N.E. 57<sup>th</sup> Court, Fort Lauderdale, FL 33334 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JOSEPH A. ENGLERT  
REGISTERED AGENT