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LAW OFFICES OF
FRANCIS X. CASTORO, P.A.
2100 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020
TELEPHONE: 954-922-0505
TELECOPIER: 954-922-4674

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 27 PM 2:45

May 22, 1997

Attn: NEW FILING SECTION
FLORIDA DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, Florida 32314

900002191129--3
-05/27/97--01049-001
****122.50 ****122.50

Re: Formation Of New Corporation For Profit Named:

NORTHSTAR ENERGY SYSTEMS, INC.

Dear Ms. Secretary:

Enclosed please find check in the amount of \$122.50 made payable to: DEPARTMENT OF STATE, for costs and filing fees for the above-referenced corporation-to-be-formed.

The \$122.50 should be allocated as follows:

Filing of Certificates of Incorporation.....\$ 35.00
Certified Copies of Cert. of Incorporation.....\$ 52.50
Designation of Registered Agent.....\$ 35.00
Total.....\$122.50

Enclosed also please find a Certificate of Incorporation and Designation of Registered Agent. After filing, please forward the certified copy of the certificate of Incorporation to:

FRANCIS X. CASTORO, Esq.
LAW OFFICES OF FRANCIS X. CASTORO, P.A.
2100 Hollywood Boulevard
Hollywood, Florida 33020

If you have any comments or questions, please do not hesitate to contact my office.

Sincerely,

Francis X. Castoro

Francis X. Castoro, Esq.
FXC/jg
encls.

RP
5-29-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

97 MAY 27 PM 2:45

- OF -

NORTHSTAR ENERGY SYSTEMS, INC.

I, **THE UNDERSIGNED**, hereby come forth for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be: **NORTHSTAR ENERGY SYSTEMS, INC.** Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be:

- a. To be engaged in any and all aspects within the field of ownership and operation of gas stations and convenience stores.
- b. To buy and sell real estate, build and develop unimproved land and conduct a general broker business on all forms and kinds of securities and to act as agents in the buying and selling of mortgages, equities, securities and other forms of negotiable instruments and evidences of indebtedness and to buy and sell personal property, either wholesale or retail; to purchase, own, sell, rent, lease, mortgage and to act as the agent in the buying, owning, selling, renting, leasing and mortgaging of property, whether real or personal or otherwise; to manufacture, acquire or dispose of real estate or personal properties, for itself or acting as agents in loaning and buying securities; to borrow money and to secure the same in whatever manner in which a corporation might do and is permissible under the Laws of the state of Florida.

- c. To apply for, hold, purchase, acquire or otherwise deal in letters, patent or copyrights of the United States or other countries, to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other State, Country, Nation or Government and while owner of said stock may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.
- d. To loan money on real estate and personal property.
- e. To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, country, county, territory, state, government, colony or any dependency thereof, and without limit as to the amount, draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and all other negotiable instruments and evidences of indebtedness, whether secured by mortgage, bond or otherwise.
- f. To do any and of the requirements set forth herein, to the same extent as natural persons might do or could do and in any part of the world as principals, agents, contractors or otherwise and either alone or with the company of others, purchase, hold and reissue any of the shares of its capital stock.
- g. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise, not specifically forbidden by the Laws of the State of Florida and with all powers conferred upon

corporations by the Laws of the State of Florida.

ARTICLE III

The maximum number of Shares of Stock that the corporation is authorized to have outstanding, at any time, shall be: ONE HUNDRED (100) SHARES - NO PAR VALUE.

ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

The principal office of this corporation shall be located at:

334 S.W. 188TH AVENUE
PEMBROKE PINES, FLORIDA 33029

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The names and street addresses of the first Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

N A M E

STREET ADDRESS

WILMORE P. WRIGHT II

334 S.W. 188TH AVENUE
PEMBROKE PINES, FLORIDA 33029

BALLIE-ANNE WRIGHT

334 S.W. 188TH AVENUE
PEMBROKE PINES, FLORIDA 33029

There shall be not less than Two (2) Directors at all times.

ARTICLE VIII

The names and street addresses of each subscriber to these Articles of Incorporation, are as follows:

<u>N A M E</u>	<u>STREET ADDRESS</u>
WILMORE P. WRIGHT II	334 S.W. 188TH AVENUE PEMBROKE PINES, FLORIDA 33029

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 22nd day of May, 1997.

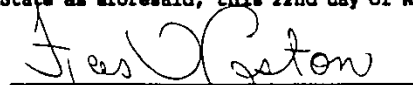

WILMORE P. WRIGHT II

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared: WILMORE P. WRIGHT II, who presented a Florida Driver's License, and on that basis, to me well known to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to Law, that he subscribed to these Articles of Incorporation.

WITNESS my hand and Official Seal, in the County and State as aforesaid, this 22nd day of May, 1997.

My Commission Expires:


NAME: FRANCIS X. CASTORO
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO.: CC 431863



FRANCIS X CASTORO
My Commission CC431863
Expires Jan. 06, 1999
Bonded by NFNU
800-224-6268

LAW OFFICES OF
FRANCIS X. CASTORO, P.A.
2100 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020
TELEPHONE: 954-922-0505
TELECOPIER: 954-922-4674

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 27 PM 2:45

DATE: MAY 22, 1997
TO: SECRETARY OF STATE, CORPORATE RECORDS BUREAU
FROM: FRANCIS X. CASTORO, ESQ.
RE: CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.
CORP: NORTHSTAR ENERGY SYSTEMS, INC.

Pursuant to Chapter 607.034 Florida Statutes, the following is submitted, in compliance with said Act:

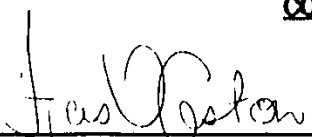
That: NORTHSTAR ENERGY SYSTEMS, INC., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation in the City of FORT
LAUDERDALE, County of BROWARD, State of FLORIDA, has named:

FRANCIS X. CASTORO, ESQ.
LAW OFFICES OF FRANCIS X. CASTORO, P.A.
2100 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020
TELEPHONE: (954) 922-0505
TELECOPIER: (954) 922-4674

as its REGISTERED AGENT to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I, the below signed,
hereby:

1. accept to act in this capacity and agree to comply with the provisions
of said Act relative to keeping open said office; and
2. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID
CORPORATION.

By: 
FRANCIS X. CASTORO, ESQ.
Registered Agent