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DAN DILL

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STAR MARITIME SERVICES (USA)

241 SEVILLA AVE STE 1005

CORAL GABLES

FL 33134

Office Use Only

STAR GROUP OF COMPANIES

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
97 JUL 16 2:11:21

8/7/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 16 AM 11:31

**ARTICLES OF INCORPORATION
OF
STAR GROUP OF COMPANIES, INC.**

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

STAR GROUP OF COMPANIES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation shall be:

241 Sevilla Ave.
Suite 1005
Coral Gables, Florida 33134

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, One Dollar (\$1.00) par value per share. The shares are not divided into classes. The Corporation shall not issue preferred shares or a special class of shares in a series.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

Daniel M. Dial
241 Sevilla Ave., Suite 1005
Coral Gables, Florida 33134

Said registered agent is familiar with and accepts the obligations of the position.

STAR GROUP OF COMPANIES, INC.
ARTICLES OF INCORPORATION

ARTICLE V
INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

Daniel M. Dial
241 Sevilla Ave., Suite 1005
Coral Gables, Florida 33134

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time pursuant to the By-Laws, but shall never be less than one (1). The name and address of the initial Director of the Corporation is:

F. Daniel Saffe
241 Sevilla Ave., Suite 1005
Coral Gables, Florida 33134

ARTICLE VII
INITIAL OFFICERS

The Corporation shall have two (2) Officers initially. The number of Officers may either be increased or diminished from time to time pursuant to the By-Laws, but shall never be less than two (2). The names and positions of the initial Officers of the Corporation are:

F. Daniel Saffe

President

Daniel M. Dial

Treasurer, Secretary

ARTICLE VIII
PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

STAR GROUP OF COMPANIES, INC.
ARTICLES OF INCORPORATION

ARTICLE IX
COMMENCEMENT

The Corporation shall commence to exist upon issuance of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of July, 1997.


Daniel M. Dial

STATE OF FLORIDA

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ss

DADE COUNTY

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BE IT REMEMBERED that on this day before me, a notary public authorized in the State and County named above to take acknowledgments, personally appeared **DANIEL M. DIAL**, who is personally known to me and is the person described as the Incorporator in the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of July, 1997.


Notary Public
State of Florida at large

My Commission Expires:

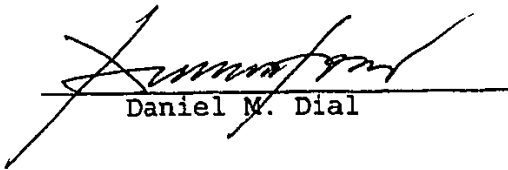
OFFICIAL NOTARY SEAL
N SHIRLEY GREENWOOD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC385355
MY COMMISSION EXP. JUNE 21, 1998

FILED
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DIVISION OF CORPORATIONS

CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED AGENT

97 JUL 16 AM 11:31

STAR GROUP OF COMPANIES, INC., having the appointed the undersigned as its Registered Agent, and 241 Sevilla Ave., Suite 1005, Coral Gables, Florida 33134, as its Registered Office, the undersigned hereby accepts said appointment and agrees to act in said capacity.


Daniel M. Dial