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FAERBER, CLIFF & PEREZ-BENITO A

ATTORNEYS AT LAW
THE MOORINGS PROFESSIONAL BUILDING
SUITE 605
2335 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34103-4482
(841) 262-8181

TELECOPIER: (841) 262-2627
E-MAIL ADDRESS NFaer@aol.com

NELSON A. FAERBER, JR.*
BOARD CERTIFIED CIVIL TRIAL LAWYER
BOARD CERTIFIED CRIMINAL TRIAL LAWYER

CARY ALAN CLIFF

ANTONIO J. PEREZ-BENITO A
BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

JEANETTE MARTINEZ

* ALSO ADMITTED TO PRACTICE IN
MONTANA AND COLORADO

July 14, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: TRI-STAR TRUST & INVESTMENT COMPANY

300002240413--8
-07/17/97--01059--003
***131.25 ***131.25

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation and a check from my office in the amount of \$131.25.

Please return a certified copy of the articles of incorporation and a certificate for said corporation in the envelope provided.

Sincerely yours,

CARY A. CLIFF, ESQUIRE
CAC/bs
Enclosures: as noted

FILED
97 JUL 17 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 7/17/97

ARTICLES OF INCORPORATION
OF

TRI-STAR TRUST & INVESTMENT COMPANY

FILED

97 JUL 17 PM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TRI-STAR TRUST & INVESTMENT COMPANY

The principal place of business of this corporation shall be:

2097 San Marco Road
Marco Island, FL 34145

ARTICLE II. DURATION

The corporation shall have perpetual existence, and its existence shall commence on upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSES AND POWERS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of Common Stock having a One Dollar (\$1.00) par value per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation is 23355 TAMiami TRAIL N., SUITE 505, NAPLES, FL 34103. The name of the initial registered agent for purposes of service of process upon this corporation is CARY A. CLIFF, ESQUIRE, 2335 North Tamiami Trail, Suite 505, Naples, Florida, 33940.

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles is:

JEANETTE MARTINEZ
2097 San Marco Road
Marco Island, FL 34145

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII. THE ELECTION OF SUBCHAPTER S

This corporation may elect Subchapter S for taxation purposes upon consent of the shareholders.

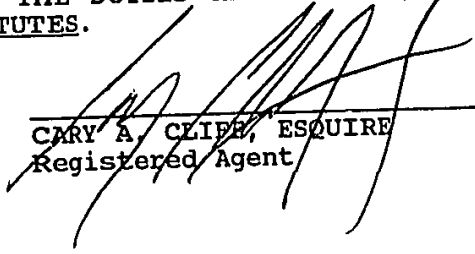
ARTICLE IX. OFFICERS AND DIRECTORS

This corporation shall have ONE Director initially. The names and street addresses of the initial Directors who shall hold office for the first year of the corporation, or until successors are elected or appointed, are:

JEANETTE MARTINEZ
2097 San Marco Road
Marco Island, FL 34145

ARTICLE X. ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

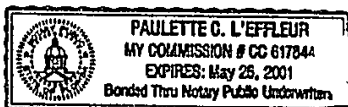
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

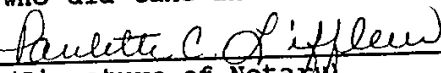

CARY A. CLIFF, ESQUIRE
Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

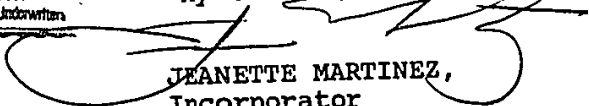
The foregoing instrument was acknowledged before me this 14th day of July, 1997 by CARY A. CLIFF, who is personally known to me or who has produced _____ as identification and who did take an oath.

(SEAL)




(Signature of Notary)

Paulette C. L'Effleur
(Typed name of Notary)
My Commission expires: _____

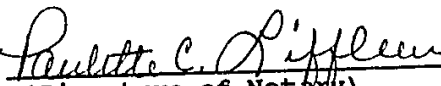

JEANETTE MARTINEZ,
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

IN WITNESS whereof, the above described incorporator has executed these Articles of Incorporation this 14th day of July, 1997, who is personally known to me or who has produced _____ as identification and who did take an oath.

(SEAL)




(Signature of Notary)

Paulette C. L'Effleur
(Typed name of Notary)
My Commission expires: _____

FILED
JUL 17 PM 1:10
TALLAHASSEE, FLORIDA