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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: NRTHSTAR INVESTMENT GROUP, W3INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

May 23, 1997

MANUEL M. ARVESU, P.A.
100 S.E. 2ND ST.
37TH FLOOR
MIAMI, FL 33131

The name NORTHESTAR INVESTMENT GROUP, INC. has been reserved for 120 days beginning May 23, 1997. The reservation number is R97000002545 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 197A00028280

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
NORTHSTAR INVESTMENT GROUP, INC.

Prepared by: Manuel M. Arvesu, Esq. (Fl. Bar #0525294)
100 S.E. 2nd Street, Suite 3700
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ARTICLES OF INCORPORATION
OF
NORTHSTAR INVESTMENT GROUP, INC.

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

ARTICLE I

NAME

The name of this corporation is NORTHSTAR INVESTMENT GROUP, INC.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV

PURPOSES

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

AUTHORIZED SHARES

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TALLAHASSEE, FLORIDA

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The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is six hundred (600) shares of common stock each having no par value.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a

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Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida is 999 Ponce de Leon Boulevard, Suite 605, Coral Gables, Florida 33134.

The name of the initial registered agent at such address is Neil Verdeja.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member.

The initial Director and his addresses is:

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NAME

Neil Verdeja, President

ADDRESS

999 Ponce de Leon Boulevard,
Suite 605
Coral Gables, Florida 33134

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator is:

NAME

Neil Verdeja, President

ADDRESS

999 Ponce de Leon Boulevard,
Suite 605
Coral Gables, Florida 33134

ARTICLE X
MAILING ADDRESS

The initial mailing address of the Corporation shall be:

999 Ponce de Leon Boulevard, Suite 605
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 1 day of July, 1997.


Neil Verdeja
Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:
NORTHSTAR INVESTMENT GROUP, INC.
2. The name and address of the Registered Agent and Office is:

Neil Verdeja
999 Ponce de Leon Boulevard, Suite 605
Coral Gables, Florida 33134



Neil Verdeja

Date: 7/1/97

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TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Neil Verdeja

Date: 7/1/97

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