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7/24/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571 FAX #: (305) 358-7832

NAME: G & J AFFORDABLE HOME CARE, INC.
AUDIT NUMBER.....H97000012081
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 1
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation G & J AFFORDABLE HOME CARE, INC.
Address of Corporation 10661 SOUTHWEST 185th TERRACE
MIAMI, FLORIDA 33157

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TALLAHASSEE, FLORIDA
PH: 29

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 50, with a par value of \$100.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT RONALD W. RUDOLPH
and 9200 SO. DADELAND BLVD. #308
REGISTERED OFFICE: MIAMI, FLORIDA 33156

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Ronald W. Rudolph 7/24/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. JEROME B. ONLEY GENE RELIFORD
17030 SOUTHWEST 100th AVENUE 10661 SOUTHWEST 185th TERRACE
MIAMI, FLORIDA 33157 MIAMI, FLORIDA 33157

Article 5: The Name and Address of the INCORPORATOR is:

JEROME B. ONLEY
17030 SOUTHWEST 100th AVENUE
MIAMI, FLORIDA 33157

In witness whereof I have subscribed my name

Jerome B. Onley
Signature of Incorporator

JEROME B. ONLEY

HQ7-12081
Prepared by:

ace INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-258-2571

97000064117

OCONEE TAX & MANAGEMENT SERVICES, INC.

1001 North Central Avenue
Kissimmee, Florida 34741
(407)932-3499 FAX (407)932-2339

July 18, 1997

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

400002244714--4
-D7/23/97-D1016-003
*****70.00 *****70.00

Re: BRIGHTSTAR MARKETING, INC.

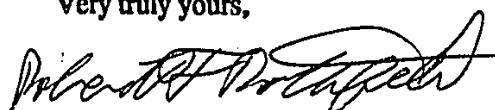
Gentlemen:

Enclosed please find the Articles of Incorporation and Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$70.00.

I have also enclosed an additional copy of the Articles of Incorporation and would appreciate having this returned to me with the filing date stamped on it. Please send it to me at the following address:

ROBERT F. ROTHFELD
OCONEE TAX & MANAGEMENT SERVICES, INC.
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

Very truly yours,



Robert F. Rothfeld

Encs.

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TALLAHASSEE, FLORIDA

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SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
BRIGHTSTAR MARKETING, INC.**

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

ARTICLE I - CORPORATION NAME

The name of the corporation shall be:

BRIGHTSTAR MARKETING, INC.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED shares (500) of "No Par Value" (\$0.00) Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**2301 PINEBROOK DRIVE 201
KISSIMMEE, FLORIDA 34741**

The name and street address of the Initial Registered Agent of this corporation is:

**PAT LANDRY
2301 PINEBROOK DRIVE 201
KISSIMMEE, FLORIDA 34741**

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial director(s) of the corporation are as follows:

PAT LANDRY
2301 PINEBROOK DRIVE 201
KISSIMMEE, FLORIDA 34741

ARTICLE VI - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

PAT LANDRY
2301 PINEBROOK DRIVE 201
KISSIMMEE, FLORIDA 34741

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 18TH Day of July, 1997.

x Pat Landry

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

x Pat Landry
Signature

KNOWN TO ME
Form of Identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

WITNESS my hand and official seal this 18TH Day of July, 1997.

(SEAL)


Notary Public
State of FLORIDA

My Commission Expires: April 22, 2000



ROBERT F ROTHFELD
My Commission OC537803
Expires Apr. 22, 2000

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. BRIGHTSTAR MARKETING, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:

2301 PINEBROOK DRIVE 201
KISSIMMEE, FLORIDA 34741

has named PAT LANDRY, whose address is:

2301 PINEBROOK DRIVE 201
KISSIMMEE, FLORIDA 34741

as its Agent to accept service of process within this State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Pat Landry

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, this day personally appeared PAT LANDRY, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 18TH Day of July, 1997.

Robert F Rothfeld

Notary Public
State of FLORIDA

(SEAL)

My Commission Expires: April 22, 2000



ROBERT F ROTHFELD
My Commission CCB37883
Expires Apr. 22, 2000