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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: FIVE STAR WORLDWIDE DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000013634

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
FIVE STAR WORLDWIDE DISTRIBUTORS, INC. 97 AUG 19 PM 3:45

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ARTICLE I.
NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this Corporation is Five Star Worldwide Distributors, Inc.

ARTICLE II.
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV.
REGISTERED AGENT

The street address of the initial registered office of this Corporation is Robert Kaye, Esq., and the name of the initial registered agent at that address is 6261 NW 6th Way, Suite 103, Fort Lauderdale, Florida, 33309.

ARTICLE V.
DIRECTORS

This Corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

Daniel Allen	2482 25th St. Boca Raton, FL 33431
Todd Pores	2482 25th St. Boca Raton, FL 33431
Tom Woolsey	2482 25th St. Boca Raton, FL 33431
John Natale	2482 25th St. Boca Raton, FL 33431
Tom Laratro	2482 25th St. Boca Raton, FL 33431

PREPARED BY: KAYE & ROGER

6261 N.W. 6TH WAY # 103

FT. LAUD., FL 33309

(854) 928-0680 / ROBERT L. KAYE, ESQ.

FBN. 0694436

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**ARTICLE VI.
INCORPORATOR**

The name and address of the incorporator of this Corporation is Robert Kaye, Esq., at 6261 NW 6th Way, Suite 103, Fort Lauderdale, Florida, 33309.

**ARTICLE VII.
ADDRESS**

The principal office and mailing address of the Corporation is 2482 25th St., Boca Raton, Florida, 33431.


**ARTICLE VIII.
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or as hereafter amended from time to time.

**ARTICLE IX.
PERPETUAL EXISTENCE**

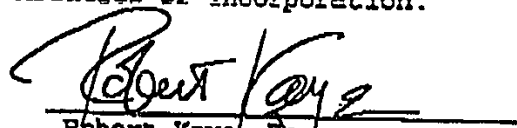
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of August, 1997.


Robert Kaye, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Robert Kaye, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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