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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: FRANCO INTERNATIONAL U.S.A. CORP.  
AUDIT NUMBER.....H97000017301  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 7  
CERT. COPIES.....1 DEL.METHOD.. FAX  
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97 OCT 17 PM 3:46  
TALLAHASSEE, FLORIDA

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**ARTICLE OF INCORPORATION OF  
FRANCO INTERNATIONAL U.S.A. CORP.**

**ARTICLE I NAME**

The name of this corporation is FRANCO INTERNATIONAL U.S.A. CORP.

**ARTICLE II DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

**ARTICLE V PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:  
ERNESTO HUERTAS, ACCOUNTANT  
E & V GREAT PROFESSIONAL, INC  
5545 S.W. 8 ST Suite 207  
MIAMI, FL 33134  
TEL: (305) 263-1566

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#### ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 6441 N.W. 82nd Ave, Miami, FL 33166.  
The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have Two (3) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
German Franco President	6441 N.W. 82nd Ave Miami, FL 33166
Marlene Rincón de Franco Vice-President - Secretary	6441 N.W. 82nd Ave Miami, FL 33166
Sandra Clavijo-Bowman Treasurer	6441 N.W. 82nd Ave Miami, FL 33166

#### ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
German Franco	6441 N.W. 82nd Ave Miami, FL 33166	50 %

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Marlene Rincón de Franco

6441 N.W. 82nd Ave  
Miami, FL 33166

50 %

#### ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Corporation be made.

#### ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

#### ARTICLE XI INDEMNIFICATION

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

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#### **ARTICLE XII DISSOLUTION**

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

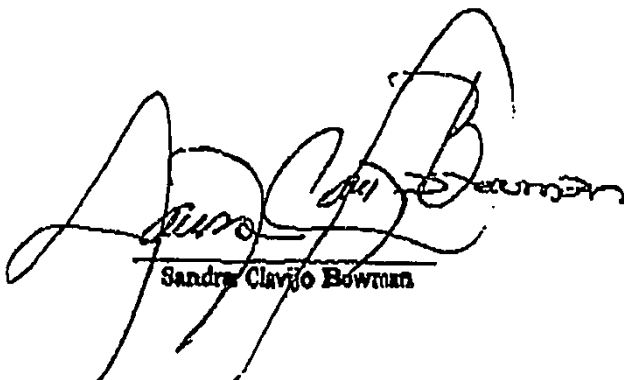
#### **ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of this corporation is 6441 N.W. 82nd Ave, Miami, FL 33166 and the name of the initial registered agent of this corporation at that address is Sandra Clavijo-Bowman.

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**IN WITNESS WHEREOF**, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Corporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 16 day of October, 1997.

  
Sandra Clavijo Bowman

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

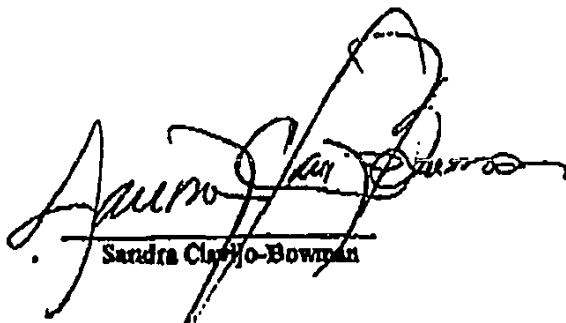
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. **FRANCO INTERNATIONAL U.S.A. CORP.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Corporation at the Dade, State of Florida, has named Sandra Clavijo-Bowman, located at 6441 N.W. 82nd Ave County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to Keeping open said office.

FILED  
97 OCT 17 PM 3:46  
TALLAHASSEE, FLORIDA

  
Sandra Clavijo-Bowman

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DENNIS KNOX BAYER

— Attorney at Law —

306 South Oceanshore Boulevard (A1A)  
Post Office Box 1505  
Flagler Beach, Florida 32136

Telephone: (904) 439-2332  
Fax: (904) 439-6522  
Email: [denniskbayer@sprynet.com](mailto:denniskbayer@sprynet.com)

September 24, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Star Fire on A1A

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for Star Fire on A1A and a check in the amount of \$122.50 representing the filing fee. Please process the articles at your earliest convenience.

Yours truly,

*Dennis K. Bayer*  
Dennis K. Bayer

Enclosures

*Kipron Britton* CLERK  
AUTHORIZATION BY PHONE TO  
CORRESPONDENT  
DATE 10/17/97  
DOC. EXAM. 98

FILED  
CLERK OF THE STATE  
CORPORATIONS  
97 OCT 15 PM 2:29

*10/17/97*



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 15 PM 2:23

**ARTICLES OF INCORPORATION  
OF  
STAR FIRE ON A1A INC.**

**ARTICLE I  
NAME**

The name of this corporation is STAR FIRE ON A1A INC.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: any business authorized to be conducted by the laws of the State of Florida, including operation of a convenience store, restaurant and place of lodging.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock at \$1.00 per share.

**ARTICLE IV  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made.

ARTICLE V  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII  
ADDRESS

The initial address of this corporation in the State of Florida is Post Office Box 1483, Flagler Beach, Florida 32136.

ARTICLE VIII  
DIRECTORS

The number of directors of this corporation shall be three. The name and street address of the members of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

President	Lisa Lee Hampton	Post Office Box 1483 Flagler Beach, FL 32136
Vice-President	Earl W. Asbill	Post Office Box 1483 Flagler Beach, FL 32136
Secretary/Treasurer	Robert L. Asbill	Post Office Box 1483 Flagler Beach, FL 32136

ARTICLE IX  
SUBSCRIBERS

The names and addresses of the subscribers are:

Lisa Lee Hampton  
Post Office Box 1483  
Flagler Beach, FL 32136

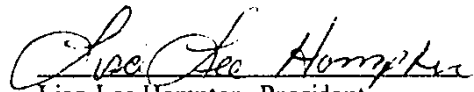
Earl W. Asbill  
Post Office Box 1483  
Flagler Beach, FL 32136

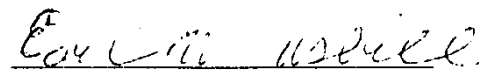
Robert L. Asbill  
Post Office Box 1483  
Flagler Beach, FL 32136

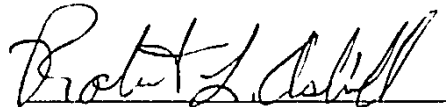
ARTICLE X  
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Dennis K. Bayer, 306 South Oceanshore Boulevard, Post Office Box 1505, Flagler Beach, FL 32136, which resident agent shall accept service of process in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9<sup>th</sup> day of October, 1997.

  
Lisa Lee Hampton, President

  
Earl W. Asbill, Vice-President

  
Robert L. Asbill, Secretary/Treasurer

STATE OF FLORIDA  
COUNTY OF FLAGLER

Sworn to and subscribed before me this 7 day of OCTOBER, 1997 by Lisa  
Lee Hampton, Earl W. Asbill and Robert L. Asbill who are personally known to me or have  
produced \_\_\_\_\_ as identification.

NOTARY PUBLIC:

Sign: Karon R. Gritton

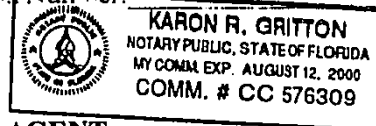
Print: \_\_\_\_\_

State of Florida at Large

(Seal)

Title/Rank: \_\_\_\_\_

Commission Number: \_\_\_\_\_



**ACCEPTANCE BY REGISTERED AGENT**

I hereby certify that I am familiar with and accept the duties and responsibilities as  
registered agent for STAR FIRE ON A1A INC.

Dennis K. Bayer  
Dennis K. Bayer

97 OCT 16 PM 2:23  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA