



THE SCORE GROUP

A Division of Quad Int'l, Incorporated

4931 SW 75 Avenue

Miami, FL 33155

(305) 662-5959

FAX (305) 662-5952

P97000101290

November 26, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
904-487-6052

300002358783--2

-12/01/97--01052--018

*****78.75 *****13.45

To whom it may concern,

Enclosed, please find the original articles of incorporation and the required copy for:

Family Star, Inc.

Also, please find a check in the amount of \$78.75, which represents the required filing fee of \$35.00, the registered agent designation fee of \$35.00 and the required fee for a Certificate of Status--\$8.75.

If you have any questions, please contact me at your earliest convenience. My mailing address is: 11208 S.W. 132 Court-West, Miami, Florida 33186. My daytime telephone number is as above styled...305-662-5959, extension 215.

Please mail all documents and correspondence to the address so designated in the Designation of Registered Agent.

Thank you.

Sincerely,

Michael Uwate
Incorporator
Family Star, Inc.

FILED
97 DEC -1 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/2/97


**ARTICLES OF INCORPORATION
OF
FAMILY STAR, INC.**

Pursuant to the Florida Business Corporation Act, the undersigned incorporator, for the purpose of forming a corporation, hereby adopts the following Articles of Incorporation that provide:

1. The name of the corporation shall be Family Star, Inc. (the "Corporation").
2. The purpose for which the Corporation is organized is to conduct any lawful act or thing for which corporations may be organized pursuant to the provisions of the Florida Business Corporation Act.
3. The principal place of business and the mailing address of the Corporation is 13360 S.W. 128 Street, Miami, Florida 33186.
4. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of Common Stock without nominal or par value.
5. The name and address of the initial registered agent of the Corporation is Michael Tadaharu Uwate, 11208 S.W. 132 Court-West, Miami, Florida 33186.
6. The name and address of the person signing these Articles of Incorporation as incorporator is Michael Tadaharu Uwate, 11208 S.W. 132 Court-West, Miami, Florida 33186.
7. Pursuant to the Florida Business Corporation Act, all corporate powers of the Corporation shall be exercised by or under the authority of the shareholders. The business affairs of the Corporation shall be managed by the shareholders and subject to any and all limitations or expansions upon management by this Corporation's SHAREHOLDER AGREEMENT, on file with the registered agent of the Corporation so noted in these Articles.
8. Any and all stock transfers, including, but not strictly limited to, purchases, sales, assignments, gifts, pledges, or encumbrances, shall be subject to and governed by this Corporation's SHAREHOLDER AGREEMENT, on file with the registered agent of the Corporation so noted in these articles.

The undersigned incorporator has executed these Articles of Incorporation the date below written.

Dated: Nov. 26, 1997



Michael Tadaharu Uwate, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

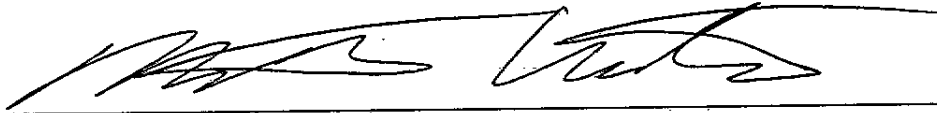
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Family Star, Inc.

2. The name and address of the registered agent and office is: Michael Tadaharu Uwate, 11208 S.W. 132 Court-West, Miami, Florida 33186.

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.

Dated: Nov. 26, 1997



Michael Tadaharu Uwate, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA