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December 22, 1997

*BOARD CERTIFIED CIVIL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA

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

700002383017-0
-12/26/97--01023--008
*****122.50 *****122.50

Re: Starfire Industries, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. Would you please file the original and provide us with one certified copy of the Articles? We are enclosing a check payable to your order in the amount of \$122.50 in payment of the following items:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agency Designation	<u>35.00</u>
TOTAL	\$122.50

FILED
97 DEC 26 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter and if you have any questions, please do not hesitate to contact me.

Very truly yours,

MOORE, HILL, WESTMORELAND,
HOOK & BOLTON, P.A.

Judy Lucio
Judy Lucio, CLA to
Yancey F. Langston

Judy
NAME
AND INFORMATION BY PHONE TO
CONTACT name
DATE 12/29/97
INITIALS *mc*

/jal
Enclosures

mc 12/29/97

ARTICLES OF INCORPORATION

OF

STARFIRE INDUSTRIES, INC.

FILED

97 DEC 26 PM 3: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, who desire(s) to form a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Starfire Industries, Inc.

ARTICLE II - PURPOSES

The general purposes for which this corporation is organized are:

(1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE VI - CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is 10,000 shares, all of which shall be voting common shares with par value of \$1.00 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in this State is 220 West Garden Street, SunTrust Tower, 9th Floor, Pensacola, Florida 32501. The initial registered agent at said registered office is Yancey F. Langston.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Anthony J. Skeete	P.O. Box 2614 651 Anchors Street Ft. Walton Beach, Florida 32549

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony J. Skeete	P.O. Box 2614 651 Anchors Street Ft. Walton Beach, Florida 32549

ARTICLE VIII - AMENDMENT

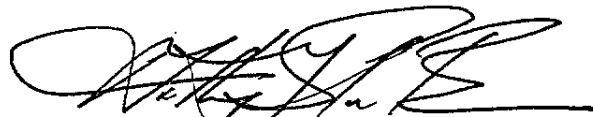
These Articles of Incorporation may be amended in the manner provided by Florida law.

ARTICLE IX - MAILING ADDRESS

The mailing address of the corporation is 651 Anchors Street, Fort Walton Beach, Florida 32549.

IN WITNESS WHEREOF, we have hereunto subscribed our names this

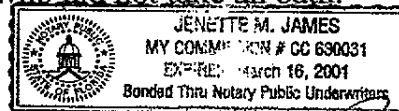
17th day of December, 1997.



ANTHONY J. SKEETE,
Incorporator

STATE OF FLORIDA
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 17th day of December, 1997, by Anthony J. Skeete, who is personally known to me or who produced FL#S300-010-48 as identification and who did not take an oath.
373-0



NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of
Inc.
Starfire Industries a Florida corporation, hereby certify that I am familiar with the
obligations provided for in Florida Statutes Section 607.0505 and hereby accept the
appointment of Registered Agent and hereby accept said obligations.

Dated this 19th day of DECEMBER, 1997.


YANCEY F. LANGSTON

FILED
97 DEC 26 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of
December, 1997, by Yancey F. Langston, who is personally known to me or who
produced N/A as identification and who did take an oath.



JUDITH A. LUCIO
MY COMMISSION # CC338628 EXPIRES
January 27, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: