

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 15 AM 10:36

P98000004588

Star Management of
South Florida, Inc.

Art of Inc. File 100002401031--5

LTD Partnership File -01/15/98--01017--005
*****122.50 *****122.50

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Signature _____

Requested by: DR

Name _____

Date 1/15/98

Time 9:39

Walk-In _____

Will Pick Up _____

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98 JAN 15 AM 10:14
DIVISION OF CORPORATIONS

RP
01-15-98

ARTICLES OF INCORPORATION

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Company is:

STAR MANAGEMENT OF SOUTH FLORIDA, INC.

2. The mailing address for the corporation shall be Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

3. The period of its duration is perpetual.

4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.

5. The corporation shall have authority to issue 5000 shares, all of one class, \$1.00 par value.

6. The address of it's initial registered office is Eliot C. Abbott, Esq., and the name of its initial registered agent at said address is Kluger, Peretz, Kaplan & Berlin, P.A., 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

7. The number of directors constituting its initial board of directors is one (1) whose name and address is:

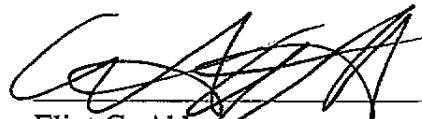
<u>NAME</u>	<u>ADDRESS</u>
Eliot C. Abbot	Kluger, Peretz, Kaplan & Berlin, P.A. 1700 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131-4302

8. The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Eliot C. Abbot	Kluger, Peretz, Kaplan & Berlin, P.A. 1700 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131-4302

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 14 day of January, 1998.

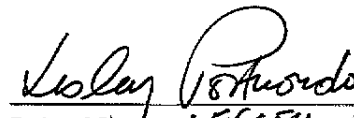

Eliot C. Abbot

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Eliot C. Abbot, who is to me personally known to be the person described and who has produced _____ as identification and has subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State, this 14th day of January, 1998.

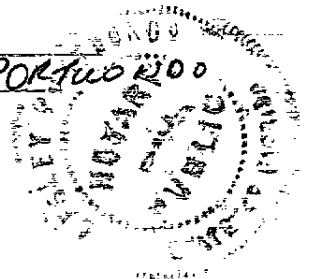


Print Name: LESLEY PORTUONDO

NOTARY PUBLIC

State of Florida

My Commission Expires:



LESLEY PORTUONDO
My Commission CC493294
Expires Oct. 03, 1999

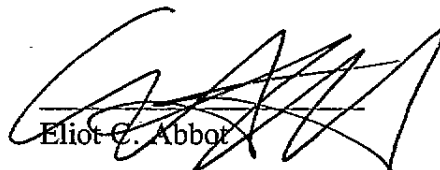
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First--that Star Management of South Florida, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Dade County of the State of Florida, has named Eliot C. Abbot, Kluger, Peretz, Kaplan & Berlin, P.A., 1700 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4302, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


Eliot C. Abbot

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