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SUZANNE W. SCHWARTZ  
MARILYN K. SUMMITT

February 25, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Articles of Incorporation - Starmark Marketing, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Starmark Marketing, Inc., along with a check payable to the Florida Department of State in the amount of \$122.50, in payment of the following:

Designation of Registered Office/Agent	\$ 35.00
Filing fee	35.00
Certified copy	<u>52.50</u>
Total	\$122.50

Please return the certified copy to the attention of the undersigned. If you have any questions, please do not hesitate to contact me.

Very truly yours,  
GOLDBERG, YOUNG & GRAVENHORST, P.A.

  
MARILYN K. SUMMITT  
For the Firm

EFFECTIVE DATE

02-24-98

98 FEB 26 PM 3 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Enclosures

cc: Mr. Dan L. Estes  
Kimberly L. Barbar, Esq.

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QC 2-26-98

1630 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33305  
TELEPHONE (954) 564-8000  
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THE PLAZA - SUITE 303  
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SQUIRES BUILDING - SUITE 113  
721 U.S. HIGHWAY ONE  
NORTH PALM BEACH, FLORIDA 33408  
TELEPHONE (561) 842-1986

MAILING ADDRESS: P.O. BOX 23800, FORT LAUDERDALE, FLORIDA 33307

ARTICLES OF INCORPORATION  
OF  
Starmark Marketing, Inc.

EFFECTIVE DATE

02-24-98

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is:

Starmark Marketing, Inc.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article IV - Effective Date

These Articles of Incorporation shall become effective as of 12:00 a.m. on February 24, 1998.

Article V - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article VI - Address

The initial street address of the principal office of this Corporation in the State of Florida is 1515 S.E. 17th Street, Suite 119, Fort Lauderdale, Florida 33316. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VII - Directors

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

#### Article XI - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

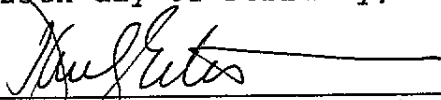
Article XII - Registered Office

The Registered Agent and registered office of the Corporation shall be Marilyn K. Summitt, Esq., 1630 North Federal Highway, Fort Lauderdale, FL 33305.

Article XIII - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

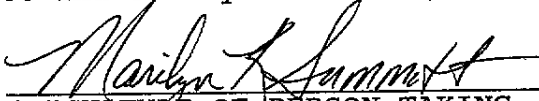
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of February, 1998.

  
\_\_\_\_\_  
Dan L. Estes, Incorporator

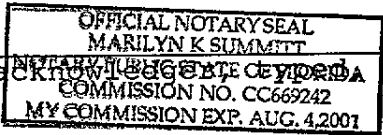
STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dan L. Estes, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he swore before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of February, 1998.

  
\_\_\_\_\_  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)

(Name of acknowledged person printed or stamped)



\_\_\_\_\_  
(Title or rank (serial number, if any))

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

Pursuant to Chapter 48.091, Florida Statutes,  
the following is submitted in compliance with  
said Act.

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98 FEB 26 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST -- That Starmark Marketing, Inc. desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the Articles of Incorporation, at City of Fort  
Lauderdale, County of Broward, State of Florida, has named Marilyn  
K. Summitt, Esq., as Registered Agent, who may be served at the  
registered office located at 1630 North Federal Highway, City of  
Fort Lauderdale, County of Broward, State of Florida, 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 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.

  
\_\_\_\_\_  
Registered Agent

EFFECTIVE DATE

02-24-98