

P98000048240

TRANSMITTAL LETTER

To:

Department of State
Bureau of Corporate Records
409 E. Gaines St.
Tallahassee, FL 32301

200002536302--7
-05/27/98-01031--022
****122.50 ****122.50

Name of Corporation: STARSOULS, INC.

Please include (1) original and (1) Copy

Make check or money order payable to Secretary of State in the amount of:

\$35.00 Filing fees
\$52.50 Certified copy
\$35.00 Registered agent designation

\$122.50 Total

From:

Consulserve, Inc.
169 Lincoln Rd. Suite 325
Miami Beach, Florida 33139

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 PM 2:36

RP
052998

Articles of Incorporation

Of

STARSOULS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 27 PM 2:36

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

Article I

The name of this corporation shall be:

STARSOULS, INC.

Article II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

Article III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever stipulated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which this Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

Article IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment of these articles, there shall be only one (1) class of stock of this corporation.

Article V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Connie Gould
5128 Windward Ave.
Sarasota, Florida 34242

Mailing Address:
P.O. Box 48943
Sarasota, Florida 34230-5943

Article VI


The initial board of directors shall consist of a total of 1 person and the name and address of the person who is to serve as the initial director is:

Connie Gould
P.O. Box 48943
Sarasota, Florida 34230-5943

The name and address of the incorporator executing these articles of incorporation is:

Connie Gould
P.O. Box 48943
Sarasota, Florida 34230-5943

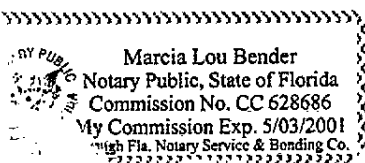
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of May, 1998


Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF Sarasota)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Connie Gould known to me or who produced known to me as identification and acknowledged before me that she executed the foregoing Articles of Incorporation.

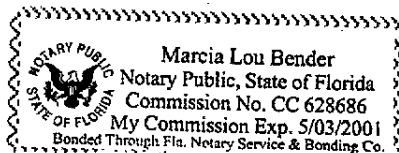
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 13 day of May 1998.



My Commission Expires:

5/3/2001


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE



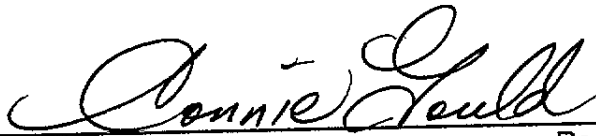
**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of section 607.0501, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

First that: **STARSOULS, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named: **Connie Gould** located at: P.O. Box 48943, City of : Sarasota, State of: **Florida**, as its agent to accept service of process within the state.

Having been named as registered agent and to accept service for 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.

Signature _____



Registered Agent

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