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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: FIVE STAR FREEM, INC.

AUDIT NUMBER.....H98000010833

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1998

EMPIRE

SUBJECT: FIVE STAR DREAM, INC.
REF: W98000013373

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THE FAX AUDIT NUMBERS ON EACH PAGE MUST BE CONSISTENT ON BOTH TOP AND BOTTOM OF THE PAGE. ALSO, PLEASE CLARIFY HOW THE VICE PRESIDENT & SECRETARY SPELLS HER FIRST NAME. IT IS NOT THE SAME EVERYWHERE.

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Tracy Augsburg
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(4)

ARTICLES OF INCORPORATION
OF
FIVE STAR DREAM, INC.
6910 NORTH WEST 28 STREET
MARGATE, FLORIDA 33063

ARTICLE I

The name of the corporation is FIVE STAR DREAM, INC.
6910 NORTH WEST 28 STREET MARGATE, FL 33311

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of
ONE DOLLAR (\$1.00) par value stock, which shall be
designated as "COMMON STOCK".

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock
of this corporation of the same kind, class or series as
that which he/she already holds, shall have the right to
purchase his/her prorata share thereof (as nearly as may be
done without issuance of fractional shares) at the price at
which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 7447 NORTH WEST 57 STREET TAMARAC, FLORIDA
33319, and the name of the initial registered agent of this
corporation at this address is CARL S. PITTER

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO director(s) initially. The
number of directors may be either increased or diminished
from time to time by the By-Laws but shall never be less
than one. The name and address of the initial director(s)
of this corporation is/are:

ROBERT MORDEN
6910 NORTH WEST 28 STREET
MARGATE, FLORIDA 33063

SUZELY ESTIME
6910 NORTH WEST 28 STREET
MARGATE, FLORIDA 33063

CARL S. PITTER
SMALL BUSINESS
ACCOUNTING & TAXES, INC.
7447 N.W. 57th STREET
TAMARAC, FL 33319

(954) 726-0010

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ARTICLES VII - OFFICERS

The name and address of the initial officers of the corporation are:

PRESIDENT:

ROBERT MORDEN
6910 NORTH WEST 28 STREET
MARGATE, FLORIDA 33063

VICE PRESIDENT:

SUZELY ESTIME
6910 NORTH WEST 28 STREET
MARGATE, FLORIDA 33063

TREASURER:

ROBERT MORDEN
6910 NORTH WEST 28 STREET
MARGATE, FLORIDA 33063

SECRETARY:

SUZLY ESTIME
6910 NORTH WEST 28 STREET
MARGATE, FLORIDA 33063

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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES is:

ROBERT MORDEN
6910 NORTH WEST 28 STREET
MARGATE, FLORIDA 33063

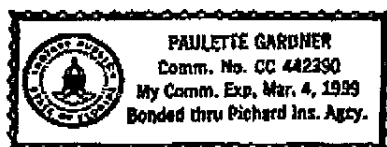
IN WITNESSS THEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION on the 5TH day of JUNE, 1998

x Robert J. Morden

(STATE OF FLORIDA
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County setforth above, personally appeared ROBERT MORDEN, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she 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 5TH day of JUNE, 1998.



Paulette Gardner
NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the abovestated corporation at the 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.

Carl S. Pitter

RESIDENT AGENT: CARL S. PITTER

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