

P98000097559

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Attorneys at Law

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(Code 813) 286-3000

Albert Salem Law &
Mediation Services, P. A.

Albert M. Salem, Jr.

Board Certified Civil Trial Specialist
and Specialist in Business Litigation

Member of Florida and North Carolina Bars
and American College of Legal Medicine

October 30, 1998

Albert Salem & Associates, P. A.

Albert M. Salem, III

Diana K. Wallace

Mailing Address:

P.O. Box 18607

Tampa, Florida 33679-8607

Corporate Records Division
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100002680811--2
-11/05/98--01025--003
*****70.00 *****70.00

Re: Star Points Capital, Inc.
Our File No. 1088.24

Dear Sir:

Enclosed please find the Articles of Incorporation, and
Acceptance of Registered Agent and our check in the amount of
\$70.00, payable to the Secretary of State and representing payment
of the following:

a) Filing Fee	\$35.00
b) Designation of Registered Agent	\$35.00
	<u>\$70.00</u>

Thank you for your kind and prompt attention to this matter.

Very truly yours,

Albert M. Salem, Jr.

AMS/bp
Enclosures



secstinc.cvr/981030/svrdbinsstore/spc/ams

FILED
98 NOV 18 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1998

ALBERT M. SALEM, JR.
ATTORNEYS AT LAW
4600 WEST KENNEDY BLVD.
TAMPA, FL 33609

SUBJECT: STAR POINTS CAPITAL, INC.
Ref. Number: W98000025169

We have received your document for STAR POINTS CAPITAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 998A00054107

ARTICLES OF INCORPORATION
OF
STAR POINTS CAPITAL, INC.

FILED
98 NOV 18 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, being a natural person competent to contract, for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: STAR POINTS CAPITAL, INC.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of providing capital and financing for businesses and individuals and for the purpose of transacting any or all lawful business, including but not limited to the following:

a. To purchase or otherwise acquire letters, patents, copyrights, trademarks, concessions, licenses, inventions, rights, franchises, and privileges, subject to royalty or otherwise and whether exclusive, non-exclusive or limited, or any part interest in any of the above-enumerated rights whether in the United States

or in any other part of the world; to sell, let or grant any of said rights, belonging to the corporation, or which it may let or grant any of said rights belonging to the corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, or obtain exclusive or other privileges in respect to the same, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, copyrights, or trademarks, any concessions, monopolies, franchises, or other rights or privileges either in the United States or in any other part of the world.

b. To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation, or of any subsidiary or agency thereof.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell

any property, real or personal; to buy and sell mortgages, trust deeds, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bond, debentures, and other negotiable or transferable instruments or obligations without restriction of limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony or foreign country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described herein.

d. To purchase equities, mortgages, installment sales contracts, notes, drafts, acceptances and commercial paper of every kind and description, including accounts receivable, of other persons, firms or corporations; to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.

e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any other person, firm or corporation, during such period of time as the corporation may own such business

or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.

f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in, shares of capital stock of corporations, including this corporation, bonds, debentures, notes, or other securities or evidences of indebtedness of any private or public corporation, to do any other act or thing permitted by law for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness, including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof.

g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.

h. To engage in the brokerage business, on behalf of itself or others, including but not limited to the business and professions of real estate, securities, insurance and mortgage and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.

I. To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or interested in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

j. For the accomplishment of any object on or about its business or affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.

k. The powers specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

ARTICLE FOUR

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock which shall be designated

"Common Stock."

ARTICLE FIVE

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 already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial principal and registered office of this corporation is Ste. 100, 4600 W. Kennedy Blvd., Tampa, Florida, 33609, and the name of the initial registered agent of this corporation at that address is Albert M. Salem, Jr.

ARTICLE SEVEN

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Albert M. Salem, Jr.

Ste.100, 4600 W. Kennedy Blvd.

Tampa, FL 33609

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of

incorporation, shall hold office for the first year of the corporations's existence, or until his successor is elected and has qualified are:-

<u>NAME and OFFICE</u>	<u>STREET ADDRESS</u>
Albert M. Salem, Jr., Chairman	Ste.100, 4600 W. Kennedy Blvd. Tampa, FL 33609

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

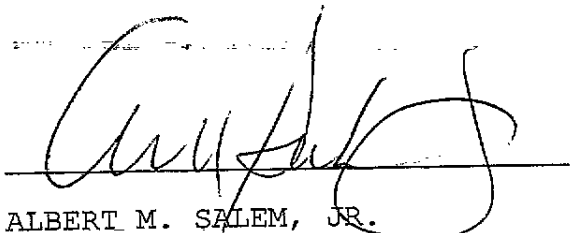
ARTICLE TWELVE

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

ARTICLE THIRTEEN

The name of the person signing these Articles of Incorporation as incorporator is Albert M. Salem, Jr.

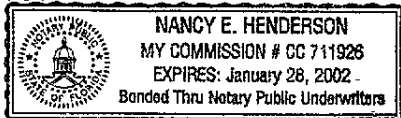
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 13th day of November, 1998.


ALBERT M. SALEM, JR.

STATE OF FLORIDA :

COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged before me this 13th day of November, 1998, by Albert M. Salem, Jr., who is personally known to me.




Notary Public, State of Florida

My Commission Expires:

artscorp/981031/svrdbinsstore/spc/ams

STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE

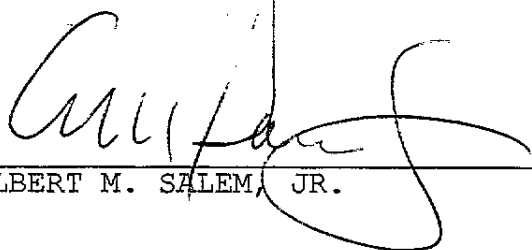
FILED
98 NOV 18 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 608, Fla. Stats. 1983, the following
is submitted in compliance with said Act:

STAR POINTS CAPITAL, INC., desiring to organize under the laws
of the State of Florida, with its registered office as indicated in
the Articles of Organization at the City of Tampa, County of
Hillsborough, State of Florida, has named ALBERT M. SALEM, JR.,
whose address is 4600 West Kennedy Boulevard, Ste.100, Tampa,
Florida 33609, as its Registered Agent.

ACKNOWLEDGMENT:

Having been named as registered agent and designated to accept
service of process for the above-stated corporation at the place
designated in this Certificate, I hereby accept the appointment to
act as registered agent and agree to comply with the provisions of
the above-referenced Act.


ALBERT M. SALEM, JR.