



THE UNITED STATES
CORPORATION
COMPANY

P98000107919

ACCOUNT NO. : 072100000032

REFERENCE : 080376 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 28, 1998

ORDER TIME : 2:14 PM

ORDER NO. : 080376-005

CUSTOMER NO: 7133468

CUSTOMER: Ms. Jacquie S. St Pierre
KANE AND KOLTUN
KANE AND KOLTUN
Suite 106
1061 Maitland Center Commons
Maitland, FL 32751

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-12/29/98--01001--022
*****70.00 *****70.00

DOMESTIC FILING

NAME: ~~STAR-LITE EXPRESS, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

2545
W98-29008

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 28 PM 1:11

FILED
98 DEC 31 PM 3:31
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 28 PM 1:11

December 29, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: STAR LITE EXPRESS, INC.
Ref. Number: W98000029008

RESUBMIT

Please give original
submission date as file date.

We have received your document for STAR LITE EXPRESS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00060717

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1177-1177

EFFECTIVE DATE

01/01/99

ARTICLES OF INCORPORATION

OF

HEALTHSTAR UNLIMITED, INC.

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98 DEC 28 PM 1:11

The undersigned, acting as incorporator, hereby forms a corporation for profit pursuant to Chapter 607 of the Florida Statutes and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be HEALTHSTAR UNLIMITED, INC.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to sell health enhancement products and to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1328 Spring Lake Drive, Orlando, Florida 33804.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of providing health enhancement products to or for the benefit of the public and any other profitable venture.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property whether or not such property is necessary for the rendering of professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1328 Spring Lake Drive, Florida 32804. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Clark D. Brandt. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII - INCORPORATED

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Clark D. Brandt	1328 Spring Lake Drive Orlando, Florida 32804

ARTICLE IX - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Clark D. Brandt	1328 Spring Lake Drive Orlando, Florida 32804
Sharon M. Brandt	1328 Spring Lake Drive Orlando, Florida 32804

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE X - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI- INITIAL OFFICERS

The name and address of the initial members of the Officer, to hold office for the first year of existence of this Corporation or until her successor(s) are elected or appointed and have qualified is:

<u>Name</u>	<u>Address</u>
Clark D. Brandt - Secretary	1328 Spring Lake Drive Orlando, Florida 32804
Sharon M. Brandt - President	1328 Spring Lake Drive Orlando, Florida 32804

ARTICLE XII- BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

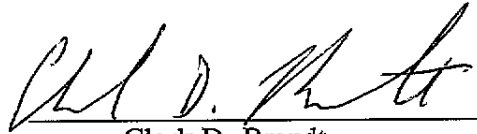
ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIV - DATE OF EXISTENCE

This Corporation shall commence its existence January 1, 1999 and shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida this 23rd day of December, 1998.


Clark D. Brandt

ACCPEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: _____

Clark D. Brandt

Date: _____

December 23, 1998

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