

DELGADO,  
BEFELER,  
STARKMAN &  
MAGOLNICK, P.A.

GEORGE BEFELER

NationsBankTower  
100 Southeast 2nd Street, 37th Floor  
Miami, Florida 33131

Telephone (305) 379-8300  
Facsimile (305) 379-4404

January 21, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
99 JAN 25 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RE: BIDSTAR ENTERPRISES, INC.**

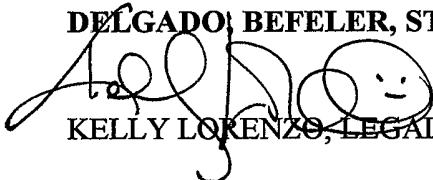
Dear Sir/Madam:

Enclosed are one executed and one conformed copy of the Articles of Incorporation of the above-named company and our check in the amount of \$78.75 representing the filing fee for same.

Very truly yours,

**DELGADO, BEFELER, STARKMAN & MAGOLNICK, P.A.**

600002754016--4  
-01/25/99--01135--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

  
KELLY LORENZO, LEGAL ASSISTANT

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Enclosures

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P. Hall

JAN 28 1999  
(4)

ARTICLES OF INCORPORATION  
OF  
BIDSTAR ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is BidStar Enterprises, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$1.00 par value each.

**SIXTH:** The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his/her successor is elected and qualified is:

Jay Starkman  
Nationsbank Tower, 37th Floor  
100 Southeast 2nd Street  
Miami, Florida 33131

**SEVENTH:** The name and address of the incorporator is:

Jay Starkman  
Nationsbank Tower, 37th Floor  
100 Southeast 2nd Street  
Miami, Florida 33131

**EIGHTH:** The name and address of the initial registered agent and the initial registered office are:

Jay Starkman  
Nationsbank Tower, 37th Floor  
100 Southeast 2nd Street  
Miami, Florida 33131

NINTH: The principal office of the corporation is:

100 Southeast 2nd Street  
Miami, Florida 33131

FILED

99 JAN 25 AM 10: 07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATED: January 20, 1999

  
Jay Starkman,  
Incorporator

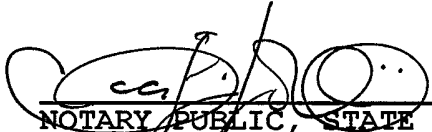
ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

  
Jay Starkman  
Initial Registered Agent

STATE OF FLORIDA                    )  
                                          ) SS:  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of January, 1999, by Jay Starkman who did take an oath and who is personally known to me.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My commission expires:



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