

099000011328



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 121979 4303929

AUTHORIZATION :

COST LIMIT :

*Patricia P. [signature]*

ORDER DATE : February 3, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 121979-005

CUSTOMER NO: 4303929

800002763588--9

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

RECEIVED

99 FEB -3 AM 11:27  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: STAR SERVICES GROUP, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ☒ CERTIFIED COPY  
XX ☒ PLAIN STAMPED COPY  
\_\_\_\_\_  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

621-611  
W99-2820

EXAMINER'S INITIALS:

*gn*  
*2/4/99*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -3 PM 3:05



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -3 PM 3:05

February 3, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: STAR SERVICES GROUP, INC.  
Ref. Number: W99000002820

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for STAR SERVICES GROUP, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list at least one incorporator with a complete business street address.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 499A00004853

RECEIVED  
99 FEB -4 PM 2:10  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**STAR SERVICES GROUP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -3 PM 3:05

**ARTICLE I**

The name of the corporation is STAR SERVICES GROUP, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 3300 N.W. 27<sup>th</sup> Avenue, Pompano Beach, Florida 33069.

**ARTICLE III**

The purposes of the corporation shall be to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV**

The maximum number of shares of all classes of capital stock which the Corporation is authorized to issue is Thirty-Five Million (35,000,000) shares, consisting of (i) Thirty Million (30,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) Five Million (5,000,000) shares of preferred stock, par value \$1.00 per share (the "Preferred Stock").

**ARTICLE V**

Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the

Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

## **ARTICLE VI**

The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereon as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(ii) the number of shares to constitute the class or series and the designations thereof;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

#### **ARTICLE VII**

The Corporation's Board of Directors shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Jack Casagrande  
3300 NW 27<sup>th</sup> Avenue  
Pompano Beach, Florida 33069

#### **ARTICLE VIII**

Unless otherwise provided by law, the Bylaws of the Corporation may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted, by the affirmative vote of a majority of the directors in office or the affirmative vote of holders of a majority of the shares entitled to vote on the matter.

### ARTICLE IX

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors, to the fullest extent permitted by law in existence either now or hereafter.

### ARTICLE X

The street address of the Corporation's initial registered office shall be 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the registered agent for the Corporation at such address shall be Corporation Service Company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of February, 1999. The address of the incorporator is 1221 Brickell Avenue, 20th Floor, Miami, Florida 33131.

  
\_\_\_\_\_  
Joseph A. Marinello  
Incorporator

### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of STAR SERVICES GROUP, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

  
\_\_\_\_\_  
Agent for Registered Agent

Dated: February 3, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -3 PM 3:05