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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

STARBURST SOLUTIONS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight JUN 04 1999

**ARTICLES OF INCORPORATION
OF
STARBURST SOLUTIONS, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be STARBURST SOLUTIONS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is One Hundred Thousand (100,000) shares. All such shares shall be of a single class, designated as common. The par value for each such common share shall be ten cents (\$.10).

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

Prepared by: KEVIN C. AMBLER, Esq.
400 N. Tampa Street, Suite 1100
Tampa, Florida 33602
813-275-9100
FBN 875960

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TALLAHASSEE, FLORIDA

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ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and addresses is as follows:

Gilbert L. Mains, Jr.
4621 Pebble Bay East
Vero Beach, FL 32963

ARTICLE X

The initial registered agent of the corporation is Kevin C. Ambler. The street address of the corporation's initial registered office is 400 North Tampa Street, Park Tower, Suite 1100, Tampa, FL 33602.

ARTICLE XI


The principal place of business and mailing address of this corporation shall be: 4621 Pebble Bay East, Vero Beach, FL 32963.

ARTICLE XII

The name and address of the incorporator(s) to these Article of Incorporation are:

Gilbert L. Mains, Jr.
4621 Pebble Bay East
Vero Beach, FL 32963


The undersigned incorporator(s) have executed these Articles of Incorporation this 3rd day of June, 1999.



Gilbert L. Mains, Jr., Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

Subscribed and sworn to before this 3rd day of June, 1999, by KEVIN C. AMBLER, who is personally known to me and did not take an oath.



Notary Public
Name: _____
(Typed or Printed)
Commission No.: _____
My Commission Expires: _____



**CONSENT TO SERVE AS REGISTERED AGENT
FOR**

STARBURST SOLUTIONS, INC.

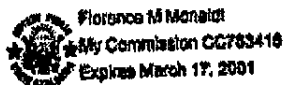
Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: June 3, 1999

Kevin C. Ambler
Kevin C. Ambler

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

Subscribed and sworn to before this 3rd day of June 1999, by
KEVIN C. AMBLER, who is personally known to me, and did not take an oath.



(Notary Seal)

Florence M. Monaldi
Notary Public
Name: _____
(Typed or Printed)
Commission No.: _____
My Commission Expires: _____

Prepared by: KEVIN C. AMBLER, Esq.
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