

CCPS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P99000053125

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-06/08/99--01032--017
*****70.00 *****70.00

DATE: 6-8-99

REF. #: 0173.7079

CORP. NAME: Ameristar Export Corporation

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- CERT. OF AUTHORITY
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

STATE FEES PREPAID WITH CHECK# _____ FOR \$ _____

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials [Signature]
6/11/99

FILED
99 JUN 11 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 JUN 8 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
AMERISTAR EXPORT CORPORATION**

FILED
69 JUN 11 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I. The name of the corporation shall be Ameristar Export Corporation.

Article II. The principal place of business and mailing address of this corporation shall be 444 Madison Avenue, Suite 1710 New York, New York 10022.

Article III. The number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000, all of which are without par value and classified as Common shares.

Article IV. The name and address of the initial registered agent is NRAI Services, Inc. 526 East Park Avenue, Tallahassee, Florida 32301.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

Article V. The name and street address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Mary Ann Farfalla Winick & Rich, P.C.	919 Third Avenue New York, New York 10022

Article VI. No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any

holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

Article VII.: The purpose for which the corporation is organized is to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

Article VIII.: The period of duration of the corporation is perpetual.

Article IX.: The corporation shall be, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other right to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed the Articles of Incorporation this 9th day of June, 1999.


Mary Ann Farfalla, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By: *C. Baer*

Date: *6/10/99*

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99 JUN 11 AM 10:58
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TALLAHASSEE, FLORIDA