

P9900090765
KAY, GRONEK & LATHAM, LLP
ATTORNEYS AT LAW

FILED

99 OCT 11 PM 3:36

390 NORTH ORANGE AVENUE, SUITE 600
ORLANDO, FLORIDA 32801
TELEPHONE: (407) 481-5800
FACSIMILE: (407) 481-5801

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT J. GRONEK
ALSO ADMITTED IN OHIO

POST OFFICE BOX 3353
ORLANDO, FLORIDA 32802

October 7, 1999

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Via Certified Mail

100003011721--1
-10/11/99-01116-003
*****78.75 *****78.75


Re: Northstar Equity Partners, Inc.

Gentlemen:

Enclosed herewith for filing is an original and one copy of the Articles of Incorporation for Northstar Equity Partners, Inc., together with a check in the amount of \$78.75, to cover the filing fee, costs of a certified copy and registered agent designation fee.

Kindly return a certified copy of the Articles to me in the enclosed addressed and stamped envelope at your earliest convenience.

Sincerely,


Robert J. Gronek

RJG:psh
Enclosures

Pit 10/14/99

**ARTICLES OF INCORPORATION
OF
NORTHSTAR EQUITY PARTNERS, INC.**

FILED
99 OCT 11 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **NORTHSTAR EQUITY PARTNERS, INC.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is KG&L Services, Inc.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Gronek	390 N. Orange Avenue Suite 600 Orlando, FL 32801

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 2670 Creekview Circle, Oviedo, Florida 32765.

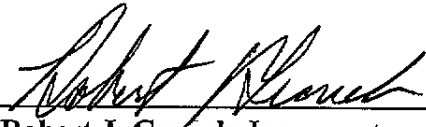
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 7th day of October, 1999.


Robert J. Gronek, Incorporator

ACKNOWLEDGMENT

FILED
99 OCT 11 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 7th day of October 1999, by **Robert J. Gronek**, as incorporator, who is personally known to me.



Pamela S Hanna
My Commission: CC668524
Expires July 27, 2001

Pamela S. Hanna
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **KG&L SERVICES, INC.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

KG&L SERVICES, INC.

By: Robert J. Gronek
Robert J. Gronek, President