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LAWGROUP<sup>SM</sup>  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS-AT-LAW

LAURA A. OLSON  
DAVID C. BEARDEN  
W.F. "CASEY" EBSARY, JR.\*

\*BOARD CERTIFIED CRIMINAL TRIAL ATTORNEY

112 SOUTH MAGNOLIA AVENUE  
TAMPA, FLORIDA 33606  
TELEPHONE: (813) 253-3073  
TELECOPIER: (813) 258-3795

November 9, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32304

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-11/15/99--01111--010  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: NUSTART VENTURES, iNC.

Gentlemen and Ladies:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ <u>52.50</u>
Total Due	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

  
David C. Bearden, Esq.

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TALLAHASSEE, FLORIDA

122.50  
11-17-99

ARTICLES OF INCORPORATION  
NUSTART VENTURES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of this corporation is NUSTART VENTURES, Inc.

ARTICLE II  
DURATION

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III  
BUSINESS

This Corporation is organized to develop opportunities which would benefit the shareholders and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares of stock authorized to be issued by this Corporation is 6500 shares of capital stock at \$.01 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full

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par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

#### ARTICLE V PRE-EMPTIVE RIGHTS

The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

#### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

P.O. Box 1341  
Largo, Fl 33779

The name and address of the Registered Agent of this Corporation is:

John Marshall  
1700 Indian Rocks Road  
Largo, Fl 33774

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

NAME	ADDRESS
Stephen D. Walters	P.O. Box 1341 Largo, Fl 33779

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX  
AMENDMENT

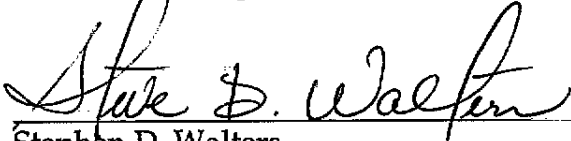
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X  
INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is:

NAME	ADDRESS
Stephen D. Walters	P.O. Box 1341 Largo, Fl 33779

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation of this 17 day of September 1999.

  
Stephen D. Walters



Amy O'Day  
MY COMMISSION # CC802924 EXPIRES  
January 19, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, Stephen D. Walters who did not take an oath personally appeared known to me to be the person who executed the foregoing Articles of NUSTART VENTURES, Inc. and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 17 day of Sept., 1999.



Amy O'Day  
MY COMMISSION # CC802924 EXPIRES  
January 19, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

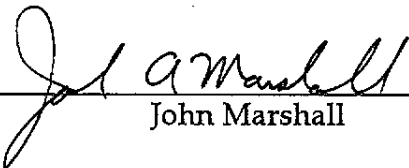
[Signature]  
Notary Public

Amy O'Day  
Printed Name

My commission expires: 1/19/03

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for NUSTART VENTURES, Inc.

  
John Marshall

STATE OF FLORIDA  
COUNTY OF PINELLAS

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CLERK OF CIRCUIT COURT  
PINELLAS COUNTY, FLORIDA

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, John Marshall, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 18<sup>th</sup> day of OCTOBER, 1999



Patrice E. Naughton  
MY COMMISSION # CC553957 EXPIRES  
May 9, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public

PATRICE E. NAUGHTON  
Printed Name

My commission expires: 5/9/2000