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ACCOUNT NO. : 072100000032

REFERENCE : 343841 140588A

AUTHORIZATION :

COST LIMIT : \$ 122.50 *Patricia Pujols*

ORDER DATE : April 25, 1997

ORDER TIME : 9:15 AM

ORDER NO. : 343841-005

CUSTOMER NO: 140588A

700002154727--1

CUSTOMER: Deborah M. Paris, Esq
DEBORAH M. PARIS, P.A.

Suite 300
15310 Amberly Drive
Tampa, FL 33647

DOMESTIC FILING

NAME: STERLINGAD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 APR 25 11:16
TAMPA
FL 33647

RECEIVED
97 APR 25 11:16
TAMPA
FL 33647

APR 25 1997

ARTICLES OF INCORPORATION
OF
SterlingAD, Inc.

FILED
MAR 25 AM 11:16
TALLAHASSEE
FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be:

SterlingAD, Inc.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is an advertising agency and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 500 shares of One (\$1.00) Dollar par value all of which shall have the same rights and privileges.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 15310 Amberly Drive, Suite 300, Tampa, Florida 33647. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

STEVEN D. WHALEN
15310 Amberly Drive, Suite 300
Tampa, Florida 33647

ARTICLE VIII

Subscribers

The name and the street address of the subscriber to these Articles of Incorporation are:

STEVEN D. WHALEN
15310 Amberly Drive, Suite 300
Tampa, Florida 33647

ARTICLE IX

Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 15310 Amberly Drive, Suite 300, Tampa, Florida, 33647 and the Registered Agent shall be DEBORAH M. PARIS to accept service of process within this State until changed according to law.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI

Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII

Pre-Emptive Rights

The shareholders 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 at 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.

IN WITNESS WHEREOF, the incorporator above named, has hereunto set his hand and seal this 18th day of April, 1997.



STEVEN D. WHALEN

ACCEPTANCE OF REGISTERED AGENT

DEBORAH M. PARIS does hereby accept the designation of Registered Agent and states that she is familiar with, and accepts, the obligations provided for in 607.0501, Florida Statutes.

DATED this 18th day of April 1997.



DEBORAH M. PARIS

3-CABCARTIC INC
Rev 08/27/91

FILED
97 APR 16 11:16
TAMPA
FLORIDA