

# P9600001763

## CAPITAL CONNECTION, INC.

467 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*Handwritten:* BH 2/27/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/27/96		
TIME	10:00A		CK No. _____
BY	DD		

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Sterling Asset **FILED**  
 52504

26 FEB 27 AM 11:39

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- ☒ Capital Express™
- ☒ Art. of Inc. File
- ☐ Corp. Record Search
- ☐ Ltd. Partnership File
- ☐ Foreign Corp. File
- ☒ ( ) Cert. Copy(s)
- ☐ Art. of Amend. File
- ☐ Dissolution/Withdrawal
- ☐ C U S -
- ☐ Fictitious Name File
- ☐ Name Reservation
- ☐ Annual Report/Reinstatement
- ☐ Reg. Agent Service
- ☐ Document Filing
- ☐ Corporate Kit
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ File No.'s, \_\_\_\_\_ Copies
- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone ( )
- ☐ Top Priority
- ☐ Express Mail Prep.
- ☐ FAX ( ) pgs.

300001725203  
 -02/27/96--01046--025  
 \*\*\*122.50 \*\*\*122.50

SUBTOTALS \_\_\_\_\_

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	\$ _____

DIVISION OF CORPORATE AFFAIRS

96 FEB 27 AM 12:12

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
STERLING ASSET MANAGEMENT, INC.**

**FILED**  
96 FEB 27 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**STERLING ASSET MANAGEMENT, INC.**

**ARTICLE II**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE III**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

- (b) The Corporation elects to have preemptive rights.
- (c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE IV**

##### **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE V**

##### **Principal Office, Registered Office and Registered Agent**

The principal office, mailing address and initial registered office of this corporation shall be located at 8015 Fountain Avenue, Tampa, Florida 33615 and the initial registered agent of this corporation at such office shall be George A. Gagnon. This corporation shall have the right to change such principal and registered offices and such registered agent from time to time, as provided by law.

#### **ARTICLE VI**

##### **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than six (6) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## **ARTICLE VII**

### **Initial Board of Directors**

The Initial Board of Directors shall consist of two (2) members, such members to hold office until their successor has been duly elected and qualifies. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
George A. Gagnon	8015 Fountain Avenue Tampa, Florida 33615
Robert V. Newman	1001 McFarland Street Dunedin, Florida 34698

## **ARTICLE VIII**

### **Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
George A. Gagnon	8015 Fountain Avenue Tampa, Florida 33615

## **ARTICLE IX**

### **Bylaws**

(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE X

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

George A. Gagnon  
GEORGE A. GAGNON

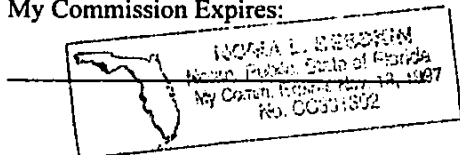
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 26<sup>th</sup> day of February, 1996 personally appeared George A. Gagnon, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Norma L. Desborm  
NOTARY PUBLIC

My Commission Expires:



STERLING ASSET MANAGEMENT, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

**FILED**  
96 FEB 27 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

George A. Gagnon, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations under Chapter 607, Florida Statutes.

DATED this 26<sup>th</sup> day of February, 1996.

  
GEORGE A. GAGNON