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DAVID M. FELICE
ATTORNEY AT LAW

LICENSED: FLORIDA & OHIO

TELEPHONE: (813) 963-7526

January 2, 2002

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900004754869--9
-01/07/02--01032--008
***125.00 ***125.00

Re: Sterling Opportunities, L.L.C.

Dear Sir or Madam:

Enclosed for filing are Articles of Organization for the above-referenced limited liability company. I have also enclosed a check in the amount of \$125.00 in payment of the Filing Fee and Registered Agent Fee.

Your prompt processing of this submission is appreciated. Please return the original documents to the address shown below.

Sincerely,

David M. Felice

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02 JAN -7 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc.

LO2-710
OK

**ARTICLES OF ORGANIZATION
OF
STERLING OPPORTUNITES LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: STERLING OPPORTUNITIES LLC.

ARTICLE II

Place of Business

The principal place of business and mailing address of this Company shall be 13719 Attley Place, Tampa, FL 33624, and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be David M. Felice, and the address of the registered agent for service of process shall be 13719 Attley Place, Tampa, FL 33624.

ARTICLE IV

Purpose

The purpose of the Company shall be to acquire, hold, sell, exchange, manage, develop and invest in real estate, and to transact any other business or carry on and perform any other activity for which a limited liability company may be formed under the laws of the State of Florida.

The undersigned has executed these Articles of Organization this 2nd day of January, 2002.


David M. Felice, Member

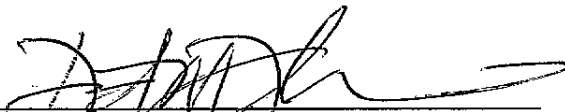
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF
REGISTERED AGENT OF
STERLING OPPORTUNITES LLC**

Having been named Registered Agent and designated to accept service of process for the above-stated limited liability Company, at 13719 Attley Place, Tampa, FL 33624, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated: 1-2-02



David M. Felice

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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