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LAW OFFICES

HARRIS, BARRETT, MANN & DEW

A FLORIDA LIMITED LIABILITY PARTNERSHIP

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PLEASE REPLY TO:

1715 N. WESTSHORE BOULEVARD, STE. 750
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FAX (813) 289-5331

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Post Office Drawer 1441
St. Petersburg, Florida 33731-1441

May 12, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
00 MAY 15 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

Re: **Sterling Venture Capital Corporation**

To whom it may concern:

Enclosed please find our firm's check in the amount of \$70.00, representing the filing fee for the Articles of Incorporation as well as Designation of Registered Agent for the above-captioned company. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please don't hesitate to contact me.

Very Truly Yours,

HARRIS, BARRETT, MANN & DEW, L.L.P.

John R. Kiefner, Jr.
JOHN R. KIEFNER, JR.

JRK/ljd
Enclosure

NO COPY

S. Thompson MAY 17 2000

ARTICLES OF INCORPORATION
OF
STERLING VENTURE CAPITAL CORPORATION

FILED
00 MAY 15 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE 1.

NAME

The name of this corporation is **STERLING VENTURE CAPITAL CORPORATION.**

ARTICLE 2.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address of this corporation is:

6550 First Avenue North
St. Petersburg, Florida 33710

ARTICLE 3.

CAPITAL STOCK

- A. This corporation is authorized to issue 1000 shares of \$.0001 par value common stock.
- B. The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE 4.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: John R. Kiefner, Jr., Esquire
Address: c/o Harris, Barrett, Mann & Dew, LLP
150 Second Avenue North, Suite 1500
St. Petersburg, Florida 33701

ARTICLE 5.

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: Alyn Towne
Address: 6550 First Avenue North
St. Petersburg, Florida 33731-1441

ARTICLE 6.

EFFECTIVE DATE OF ARTICLES

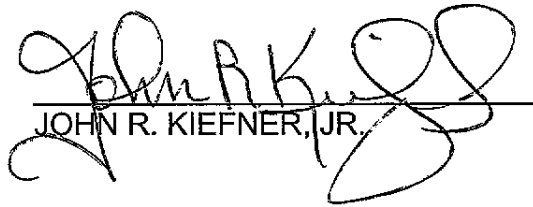
These Articles shall be effective upon filing with the Secretary of State, Division of Corporations, for the State of Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the his hand and seal this 10th day of May, 2000, for the purpose of organizing this corporation under the laws of the State of Florida.


ALYN TOWNE

ACKNOWLEDGMENT:

Having been named to accept service of process for Sterling Venture Capital Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOHN R. KIEFNER, JR.

FILED
00 MAY 15 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA