

TRANSMITTAL LETTER

P00000104879

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200003440852--4  
-10/26/00--01079--016  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

SUBJECT: Sterling Benefits, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy

☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status + 8.75

ADDITIONAL COPY REQUIRED

FILED  
NOV - 6 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

for extra Certified Copy \$96.25

FROM: Patricia E. Nutter  
Name (Printed or typed)

595 Talavera Rd.  
Address

Weston, FL 33324  
City, State & Zip

954-349-2035  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

W-25861

10-27

4



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 27, 2000

PATRICIA E. NUTTER  
595 TALAVERA RD.  
WESTON, FL 33326

SUBJECT: STERLING BENEFITS, INC.  
Ref. Number: W00000025861

We have received your document for STERLING BENEFITS, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan  
Document Specialist

Letter Number: 900A00056069

ARTICLES OF INCORPORATION  
OF  
STERLING WAY ASSOCIATES, INC.

FILED  
00 NOV -6 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to form a corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

ARTICLE I

NAME

The name of the corporation shall be STERLING WAY ASSOCIATES, INC.

ARTICLE II

BUSINESS AND POWERS

SECTION A: The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

SECTION B: To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this State.

SECTION C: To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency or possession of the United States and in any foreign country.

SECTION D: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge, and otherwise dispose of and realize upon book accounts

and assignment in trust of, the whole or any part of the property, real or personal, of this corporation, whether situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the board of directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

**SECTION E:** To lend money to other persons, partnerships, associations and corporations, secured by mortgage or other lien on real estate, or pledge or security interests in personal property, or without security, but only to the extent permitted a business corporation under the corporation law of this state.

**SECTION F:** To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporation, and to conduct the whole or any part of any business thus acquired.

**SECTION G:** To acquire by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

**SECTION H:** To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on to exercise all the rights, powers, and privileges of ownership, including among other

things, the right to vote thereof for any and all purposes.

SECTION J: To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental municipal, or public authority, domestic or foreign, in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this corporation.

SECTION K: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

SECTION L: From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the Employees, including directors and officers of this corporation or of any corporation in which the corporation has any interest, and those actively engaged in the conduct of this corporation's business, in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, and social services, recreation, or other similar aids for agent, trustee, or nominee of this corporation, upon such terms or conditions which the board of directors may consider for the benefit of this corporation.

SECTION M: To carry on any of the businesses hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage, or operate any lawful enterprise in relation to the foregoing.

SECTION N: To have one or more offices and to do each and every thing necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects hereinbefore enumerated, or conducive to or expedient for the interest or benefit of the corporation and, in general, to enjoy all the rights and privileges of the corporation for profit governed by the laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other business or power of said corporation.

SECTION O: To open and maintain a safety deposit box, vault or other similar type arrangement.

### ARTICLE III

#### STOCK

The maximum number of shares of stock, which this corporation is authorized to have outstanding at any time shall be 500 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

#### ARTICLE IV

##### MINIMUM CAPITAL

The amount of capital with which this corporation will begin shall not be less than \$500.00.

#### ARTICLE V

##### TERM OF EXISTENCE

This corporation shall have a perpetual existence.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 6766 Sunrise Boulevard, Suite 100, Plantation, Florida 33313

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a board of not less than one and not more than nine directors.

#### ARTICLE VIII

##### INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are the following:

NAME	ADDRESS
PATRICIA E. NUTTER	6766 Sunrise Boulevard, Suite 100 Plantation, FL 33313
TRACY LYNN LOCKETT	6766 Sunrise Boulevard, Suite 100 Plantation, FL 33313

**GARY D. NUTTER**

**6766 Sunrise Boulevard, Suite 100  
Plantation, FL 33313**

**JONATHAN DEL LOCKETT**

**6766 Sunrise Boulevard, Suite 100  
Plantation, FL 33313**

## **ARTICLE IX**

### **INITIAL OFFICERS**

The names and street addresses of the first Officers, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are the following:

<b>NAME AND TITLE</b>	<b>ADDRESS</b>
<b>PATRICIA E. NUTTER</b> Chairman	<b>6766 Sunrise Boulevard, Suite 100 Plantation, FL 33313</b>
<b>TRACY LYNN LOCKETT</b> President, Secretary	<b>6766 Sunrise Boulevard, Suite 100 Plantation, FL 33313</b>

## **ARTICLE X**

### **SUBSCRIBERS**

The names and street addresses of each person signing these Articles of Incorporation is:

<b>NAME</b>	<b>ADDRESS</b>
<b>Patricia E. Nutter</b>	<b>6766 Sunrise Boulevard, Suite 100 Plantation, FL 33313</b>

## **ARTICLE XI**

### **ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporators of the corporation shall have their right upon its reorganization, to assign and deliver their subscriptions of stock to any other person, or to firms of corporation who may hereafter become subscribers to be capital stock of the

corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

## ARTICLE XII

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter, and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, record, book, or document of the corporation, except as conferred by the laws of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital or, out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time and amount to be set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make lawful disposition of any paid-in or of capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION G: To use or apply any funds of the corporation lawfully available therefore for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as may be fixed by

(1) The issue or the purchase and sale of its capital stock or granting of options therefore to any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefore in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

(2) The participation by any or all of the employees, officers, or directors of the corporation, or of any subsidiaries in the profits of the corporation or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses; and,

(3) The furnishing of any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeem ability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefore,

any part or all of the property of the corporation, real or personal including after acquired property.

#### ARTICLE XIII

##### TRANSACTIONS WITH RELATED

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### ARTICLE XIV

##### CUMULATIVE VOTING

At all elections of directors of the corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected, and he may cash all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

## ARTICLE XV

### PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall have a pre-emptive right because of his shareholdings to have first offered to him any part of any presently authorized shares of the corporation hereafter issued, optioned, or sold, or any part of any debenture, bonds, notes, or securities of the corporation convertible into shares hereafter issued, optioned, or sold by the corporation. This provision shall not operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes, or securities of the corporation which may be convertible into shares, and also not to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible to shares which the corporation may be hereafter authorized to issue by any amended certificate and conditions as may to the Board of Directors seem proper and advisable, with first offering such shares or securities or any part thereof to existing shareholders.

## ARTICLE XVI

### INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may at any time subject itself is unlimited.

## ARTICLE XVII

### INITIAL RESIDENT OFFICE AND AGENT

The street address of the initial resident office of this corporation is 6766 Sunrise Boulevard, Suite 100 Plantation, FL 33313 and the name of the initial resident agent of this corporation is:


PATRICIA E. NUTTER

ARTICLE XVII

EFFECTIVE DATE

The effective date of this corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned have subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, this 23<sup>rd</sup> day of October 2000.

  
\_\_\_\_\_  
PATRICIA E. NUTTER  
Subscriber

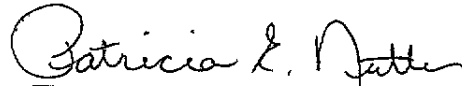
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

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In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

STERLING WAY ASSOCIATES, INC. desiring to organize under the laws  
of the State of Florida, with its principal office, as indicated in the Articles of  
Incorporation at the City of Ft. Lauderdale, State of Florida, has named  
PATRICIA E. NUTTER, located at 6766 Sunrise Boulevard, Suite 100,  
Plantation, FL 33313, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated  
Corporation, at place designated in this Certificate, I hereby accept to act in this  
capacity and agree to comply with the provisions of said Act relative to keeping  
open said office.



PATRICIA E. NUTTER  
Registered Agent/Incorporator

FILED  
00 NOV -6 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA