

TRANSMITTAL LETTER

PO1000054114

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

SUBJECT: Management Resources, Inc.
THE STERLING GROUP OF FLORIDA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000004270960--0
-05/18/01--01062--009
*****78.75 *****78.75

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
ADDITIONAL COPY REQUIRED

FROM: RICHARD JURGENSMAYER
Name (Printed or typed)

15918 ELLSWORTH DRIVE
Address

TAMPA, FL 33647
City, State & Zip

813-972-9060
Daytime Telephone number

01 JUN - 1 PM 12:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

6001-115411
PS 5/24/02
PS 6/1/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 2001

RICHARD JURGENSMEYER
15918 ELLSWORTH DRIVE
TAMPA, FL 33647

SUBJECT: THE STERLING GROUP OF FLORIDA, INC.
Ref. Number: W01000011941

We have received your document for THE STERLING GROUP OF FLORIDA, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 501A00032177

ARTICLES OF INCORPORATION

FILED

01 JUN -1 PM 12:03

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sterling Management Resources, Inc.

The undersigned, acting as the incorporator of The Sterling Group of Florida, Inc. under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: *"Sterling Management Resources, Inc."*

ARTICLE II. INITIAL MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address of the corporation and the street address of its initial principal office is 5312 Witham Court, Tampa, FL. 33647.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to provide human resource type services to companies and to engage in any other lawful activity.

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock the corporation is authorized to issue and have outstanding at any time is 2000 shares of common stock, having a par value of \$1.00 per share. The board of directors of the corporation must determine that the consideration received or to be received for each share of capital stock is adequate and may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, or promises to perform services for the corporation that are evidenced by a written contract. The corporation is not authorized to issue fractional shares of its capital stock. The corporation has the right to purchase or otherwise acquire shares of its capital stock to the extent provided by law, its bylaws, or any agreement duly executed by the corporation.

In the event of a sale, merger, consolidation, liquidation (voluntary or involuntary), or winding up of the affairs of the corporation, or other disposition of all or substantially all the corporation's assets, the corporation, after paying all liabilities to creditors and amounts due shareholders other than in respect of capital stock, shall pay and distribute all its remaining funds and assets ratably to the holders of its common stock.

ARTICLE V. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each shareholder of common stock before issuing any of the following (The "New Securities"), whether or not currently authorized and including shares issued from the treasury of the corporation:

- (a) any shares of nonvoting capital stock;
- (b) any rights, options, or warrants to acquire capital stock; and
- (c) any notes, debentures, or other debt securities that are convertibles into any capital stock.

The corporation's notice of proposed issuance of the New Securities will be effective when received if it is delivered personally or by commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail, whether or not certified or registered, and regardless of whether a return receipt is requested or received by the corporation.

The holders of common stock have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities that the corporation proposes to issue, on the same terms and conditions that the corporation proposes to issue to others, and pro rata without over allotment in the proportion that the number of shares of common stock held by each shareholder on the effective date of the corporation's notice of issuance of the New Securities bears to the total number of shares of common stock outstanding on that date, all as determined on a fully diluted basis. A holder of common stock waives the right to purchase any New Securities proposed to be issued by the corporation unless the shareholder exercises that right by written notice to the corporation and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. The corporation may issue New Securities that are not acquired by holders of common stock to any person for a period of 180 calendar days after the waiver or expiration of the foregoing first preemptive right of the holders of common stock, for consideration that is equal to or more than the consideration set forth in the corporation's notice of proposed issuance to its holders of common stock.

The following transactions are excluded from the foregoing preemptive rights:

- (a) New Securities issued for consideration other than cash or promissory notes
- (b) New Securities issued pursuant to a public offering of New Securities that is registered with the United States Securities and Exchange Commission subject to the provisions of the Securities Act of 1933, or any law that is enacted in substitution of that act; and
- (c) The issuance of up to 10% of the corporation's outstanding common stock on a fully diluted basis to full-time employees of the corporation pursuant to one or more stock bonus, stock option, stock purchase, stock appreciation, deferred compensation, or other compensatory benefit plans or contracts of the corporation

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or decreased from time to time, as provided in the corporation's bylaws. The name and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Richard John Jurgensmeyer	15918 Ellsworth Drive Tampa, FL 33647
Stephen Sterling Tutwiler	5312 Witham Court Tampa, FL 33647
Shel Hart	5461 Oakridge drive Palm Harbor, FL 34685

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5312 Witham Court Tampa, FL 33647, and the name of the corporation's initial registered agent at that address is Stephen Tutwiler.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are as follows:

Richard Jurgensmeyer
15918 Ellsworth Drive
Tampa, FL 33647

The incorporator assigns to the corporation his rights under Section 607.0201. Florida Statutes, to constitute a corporation.

ARTICLE IX. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time and on the date when these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE X. BYLAWS

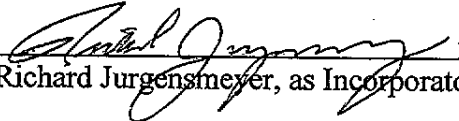
The power to adopt, amend, and repeal bylaws is vested in the board of directors and shareholders of the corporation, except that the board of directors shall not amend or repeal a bylaw adopted by the

shareholders if the shareholders' adopting resolution specifically provides that the bylaw cannot be amended or repealed by the board of directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend repeal any provisions of these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Before the issuance of any shares of the corporation, the board of directors may amend these Articles of Incorporation by unanimous vote or written consent. Thereafter, any amendment must be approved by the board of directors by unanimous written consent of at least two-thirds of all directors.

EXECUTED: May 15, 2001


Richard Jurgensmeyer, as Incorporator

5/15/01
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Stephen Tutwiler / Registered Agent

5/15/01
Date

FILED
01 JUN - 1 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA