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August 2, 2001

Attn: Filing Department
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/06/01--01113--001
*****70.00 *****70.00

Re: Sterling Bay Group

Dear Sir or Madam:

We are enclosing an original and one copy of the Articles of Incorporation to be filed, for the above-referenced corporation.

Please return the copy, marked "filed" in the envelope enclosed.

We are also enclosing a check in the amount of \$70.00, covering the filing fee.

Please return the confirmation copy of this letter in the enclosed envelope, as evidence of your receipt of this package.

If you have any questions, please call the undersigned, immediately.

Your attention to this matter is appreciated.

Sincerely,


A. Lori Rinehart
legal assistant to
Linda C. Hanna

Lori Rinehart GIVE
AUTHORIZATION BY PHONE TO
CORRECT ADD SUPPLY
DATE 8-10
DOC. EXAM CB

ALR/pc
Enclosures

C. BLALOCK AUG 10 2001

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FILED
01 AUG -6 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 AUG -6 AM 9:47

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
STERLING BAY GROUP INC.**

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

ARTICLE I

Name

The name of this corporation shall be:

STERLING BAY GROUP INC.

ARTICLE II

Capital Stock

A. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE III

Existence of Corporation

The existence of this corporation shall commence upon the filing of these Articles of Incorporation.

ARTICLE IV

Principal Place of Business

The street address of the initial principal office, and the mailing address of the corporation, shall be 19 Cambria, Clearwater, Florida 33767.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 600 South Magnolia Avenue, Tampa, Florida 33606, and the initial registered agent of this corporation at such office shall be A. LORI RINEHART. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Incorporator

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

<u>Name</u>	<u>Address</u>
A. Lori Rinehart	600 S. Magnolia Avenue Suite 125 Tampa, FL 33606

ARTICLE VII

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.

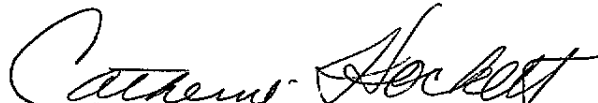
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


A. LORINEHART

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2 day of August, 2001, by A. LORI RINEHART, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC
My Commission Expires:



STERLING BAY GROUP
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

A. LORI RINEHART, 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 of Section 607.0505, Florida Statutes.

DATED this 2nd day of August, 2001.


A. LORI RINEHART

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01 AUG -6 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA