

LAW OFFICES  
**ABRAMS ANTON P.A.**

MAYNARD ABRAMS  
1916-1992

MITCHELL D. ADLER  
LAURENCE I. BLAIR  
MILTON S. BLAUT  
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MAURICE M. GARCIA  
GENE K. GLASSER  
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DANIELLE L. ROSEN

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1927-1981

KENNETH A. RUBIN  
REUBEN M. SCHNEIDER  
PETER R. SIEGEL  
MARC JAY TANNEN  
JACK F. WEINS  
DAVID WEISMAN

OF COUNSEL  
STANLEY D. GOTTSCHEN

2021 TYLER STREET  
HOLLYWOOD, FLORIDA 33020

CORRESPONDENCE TO:  
P.O. Box 229010, HOLLYWOOD, FLORIDA 33022-9010

TELEPHONE: (954) 921-5500

FACSIMILE: (954) 925-7013

BOCA RATON & DELRAY: (561) 994-2212

NORTH BROWARD: (954) 428-9800

MIAMI: (305) 940-8440

WWW.ABRAMSAnton.COM

**BOCA RATON OFFICE**

ONE BOCA PLACE - SUITE 411E  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431-7383

FACSIMILE: (561) 997-8494  
PALM BEACHES: (561) 833-4710  
(DIRECT TO BOCA RATON OFFICE ONLY)

REPLY TO: HOLLYWOOD

FILE NO.: SGAI-0001

★ Board Certified Tax Lawyer  
□ Board Certified Estate Planning  
and Probate Lawyer  
○ Board Certified Real Estate Lawyer

± Member of D.C. Bar  
§ Member of N.Y. Bar  
¶ Member of Ohio Bar

PO1000090210

Secretary of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, FL 32309

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-09/11/01--01057--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Sterling-Gruber Associates, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for Sterling-Gruber Associates, Inc., together with a check in the amount of \$78.75. Please file the Articles of Incorporation and return a certified copy to me as soon as the filing has been accomplished.

Sincerely yours,

  
Gene K. Glasser

GKG:jah

Enclosures

W:\sterling-gruber associates\ltr sec state .wpd

FILED  
2001 SEP 11 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

9/13/01

**FILED**

**ARTICLES OF INCORPORATION**

2001 SEP 11 PM 3:25

*of*

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**STERLING-GRUBER ASSOCIATES, INC.**

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this corporation shall be **STERLING-GRUBER ASSOCIATES, INC.**

**ARTICLE II**

**ADDRESS:** The mailing address and street address of the initial principal office of the corporation shall be 7325 Mandarin Drive, Boca Raton, Florida 33433.

**ARTICLE III**

**NATURE OF BUSINESS:** The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

**ARTICLE IV**

**CAPITAL STOCK:** This corporation shall be authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V**

**TERM OF EXISTENCE:** This corporation shall have perpetual existence.

## **ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT:** The name and street address of the initial registered agent of this corporation shall be: Gene K. Glasser, 2021 Tyler Street, Hollywood, Florida 33020.

## **ARTICLE VII**

**DIRECTORS:** The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

## **ARTICLE VIII**

**INITIAL DIRECTORS:** The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

**NAME**

***Marian B. Gruber***

***Marvin S. Gruber***

**ADDRESS**

***7235 Mandarin Drive  
Boca Raton, Florida 33433***

***7235 Mandarin Drive  
Boca Raton, Florida 33433***

## **ARTICLE IX**

**INCORPORATOR:** The name and address of the incorporator to these Articles of Incorporation is as follows:

**NAME**

***Marian B. Gruber***

**ADDRESS**

***7235 Mandarin Drive  
Boca Raton, Florida 33433***

## **ARTICLE X**

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

## ARTICLE XI

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

## ARTICLE XII

The undersigned incorporators have executed these Articles of Incorporation this 4<sup>th</sup> day of September, 2001.

Marian B. Gruber  
MARIAN B. GRUBER

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the Registered Agent to accept service of process for **STERLING-GRUBER ASSOCIATES, INC.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I 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 duties and obligations of the Registered Agent.

Dated: September 6, 2001

  
\_\_\_\_\_  
GENE K. GLASSER

**FILED**  
2001 SEP 11 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA