

To: FL Dept. of State  
Subject: 00177-49958

From: Kate Wonsor

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Florida Department of State  
Division of Corporations  
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Division of Corporations  
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From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**STMI HOLDINGS, INC.**

Certificate of Status	0
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STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

### OF

### STMI HOLDINGS, INC.

The undersigned, acting as incorporator of STMI Holdings, Inc. (the "Corporation"), under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

#### ARTICLE I

##### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be "STMI Holdings, Inc." and its principal place of business shall be 555 Northeast 15th Street, Suite 102, Miami, Florida 33132.

#### ARTICLE II

##### PURPOSE; GENERAL POWERS

The purpose for which the Corporation is organized is to engage in any and all business permitted under Florida law.

#### ARTICLE III

##### CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of common stock. The shares of stock authorized shall be common stock, having a par value of One-Tenth of One Cent (\$.001) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors of the Corporation, and all of such shares shall be of a single class.

#### ARTICLE IV

##### COMMENCEMENT OF EXISTENCE; TERM

The effective date of these Articles of Incorporation January 1, 2006, and the Corporation's existence shall begin on the date that these Articles of Incorporation are properly filed with the Florida Secretary of State. The Corporation is to exist perpetually.

#### ARTICLE V

##### REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 555 Northeast 15th Street, Suite 102, Miami, Florida 33132, and the registered agent of the Corporation at that address shall be Charles E. Sofge.

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## ARTICLE VI

### BOARD OF DIRECTORS

The number of directors may be altered from time to time by bylaws adopted by the shareholders of the Corporation. However, the Corporation shall have no less than one (1) director at any time. The names of the initial directors of the Corporation are:

Charles Sofge

Flora Schumer

Michael Simpson

The initial directors shall hold office until the first annual meeting of the shareholders of the Corporation.

## ARTICLE VII

### INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to the indemnification of directors, officers, employees and agents and former directors, officers, employees and agents.

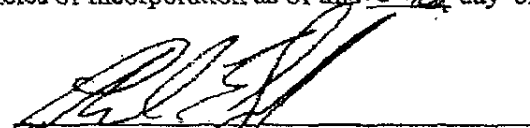
## ARTICLE VIII

### INCORPORATOR

The name and street address of the incorporator of the Corporation is as follows:

Charles E. Sofge  
555 Northeast 15th Street, Suite 102  
Miami, Florida 33132

The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, has executed these Articles of Incorporation as of this 27<sup>th</sup> day of December, 2005.

  
Charles E. Sofge, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED AS OF DECEMBER 27, 2005.



Charles E. Sofge

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