

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

CSC networks

P95000001624

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 72100000032

REFERENCE : 521684 6258A

AUTHORIZATION :

COST LIMIT :

Patricia Pizite
\$ 122.50

ORDER DATE : January 6, 1995

ORDER TIME : 11:51 AM

8000001372418

ORDER NO. : 521684

CUSTOMER NO: 6258A

CUSTOMER: Dennis P. Cronin, Esq
BOND SCHOENECK & KING

Suite 107
1167 Third Street South
Naples, FL 339407098

DOMESTIC FILING

NAME: STERLING OAKS SALES, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

B111C 1/6/95

RECEIVED
55 JAN -6 PM 1:30
DIVISION OF CORPORATION

FILED
55 JAN -6 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 JAN -6 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STERLING OAKS SALES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1. Name

The name of the Corporation is: STERLING OAKS SALES, INC..

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is 1167 Third Street South, Suite 10" Naples, Florida 33940, and the name of its initial Registered Agent at that address is Dennis P. Cronin, Esquire.

Article 6. Principal Office

The address of the principal office of the Corporation is 16990 North Tamiami Trail, Naples, Florida 33963.

Article 7. Initial Board of Directors

The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Michael H. DeGroote	1100 Burloak Drive, Garden Level Burlington, Ontario L7L 6B2 CANADA
Jay Krinsky	6820 South Grande Drive Boca Raton, Florida 33433

Stofan Johansson

642 6th Avenue North
Naples, Florida 33940

David N. Sexton

1167 Third Street South
Naples, FL 33940

Article 8. Incorporators

The name and address of each Incorporator is as follows:

Michael H. DeGroote

1100 Burloak Drive, Garden Level
Burlington, Ontario L7L 6B2 CANADA

Jay Krinsky

6820 South Grande Drive
Boca Raton, Florida 33433

Stefan Johansson

642 6th Avenue North
Naples, Florida 33940

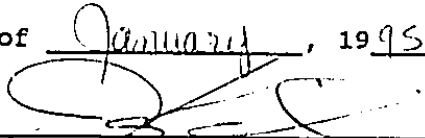
David N. Sexton

1167 Third Street South
Naples, FL 33940

Article 9. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 4 day of January, 1995.


JAY KRINSKY, Director/Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JAY KRINSKY who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of January, 1995.

Lynn Schiappacher
Notary Public

Printed Name Lynn Schiappacher

My Commission Expires:



LYNN SCHIAPPACHER
My Commission CG301783
Expires Jul. 13, 1997
Bonded by ANB
800-852-5878

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of STERLING OAKS SALES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 3rd day of January, 1995.

Dennis P. Cronin
DENNIS P. CRONIN, Registered Agent