

P950000 32184

OFFICE USE ONLY (Document #)

CARLTON FIELDS

(Requestor's Name)

(Address)

Nancy Hurd
224-1585

(City, State, Zip)

(Phone #)

500001463875

-04/25/95--01057--002

****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. STERLING FINANCE, INC. (Document #)
(Corporation Name)
2. _____ (Document #)
(Corporation Name)
3. _____ (Document #)
(Corporation Name)
4. _____ (Document #)
(Corporation Name)

☒ Walk in ☒ Pick up time 4/25 4:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

Examiner's Initials

DMC
4/25/95

ARTICLES OF INCORPORATION
OF
STERLING FINANCE, INC.

FILED

95 APR 25 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Sterling Finance, Inc., a Florida corporation (the "Corporation").

ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 4220 Saltwater Boulevard, Tampa, Florida 33615.

ARTICLE III
Stock

The Corporation shall have authority to issue 1,500 shares of \$.01 par value common stock.

ARTICLE IV
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is One Harbour Place, 5th Floor, Tampa, Florida 33602 and the name of its initial registered agent at that address is Paul C. Davis, Attorney at Law.

ARTICLE V
Incorporator

The name of the incorporator is Paul C. Davis, Attorney at Law, and his address is One Harbour Place, 5th Floor, Tampa, Florida 33602.

ARTICLE VI
Preemptive Rights

The Corporation elects to have preemptive rights.

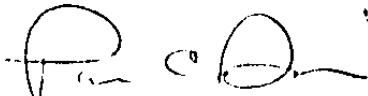
ARTICLE VII
Initial Director

The Corporation initially shall have one director, whose name and address are:

<u>Name</u>	<u>Address</u>
Marilyn A. Borer	4220 Saltwater Boulevard Tampa, Florida 33615

The number of directors may be increased or decreased as provided in the Corporation's bylaws; provided that the Corporation shall always have at least one director.

Dated this 24th day of April, 1995.

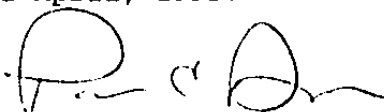


Paul C. Davis, Attorney at Law,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, the undersigned: (i) agrees to act in this capacity; (ii) agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) accepts the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Statutes.

Dated this 24th day of April, 1995.



Paul C. Davis, Attorney at Law,
Registered Agent

OFFICE USE ONLY (Document #)

P95000032184

CARLTON FIELDS

(Requestor's Name)

(Address)

Nancy Hurd
224-1585

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

*CF.70
Cert.52.50*

1. STERLING AMUSEMENTS, INC.

(Corporation Name)

F94000004760

(Document #)

2. STERLING FINANCE, INC.

(Corporation Name)

P95000032184

(Document #)

3.

(Corporation Name)

(Document #)

FILED 1498837
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4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

5/17 4:00

☒ Certified Copy
filing

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATIONS	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 MAY 18 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Merger
5-18-95
DC*

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

P95000032184

ARTICLES OF MERGER
Major Street

.....
MERGING:

STERLING AMUSEMENTS, INC., a Delaware corporation, F94000004760

INTO

STERLING FINANCE, INC., a Florida corporation, P95000032184

File date: May 18, 1995

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER
OF STERLING AMUSEMENTS, INC.
INTO STERLING FINANCE, INC

FILED
95 MAY 18 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Names and Surviving Corporation

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Sterling Amusements, Inc.	Delaware
Sterling Finance, Inc.	Florida

Sterling Finance, Inc. shall be the surviving corporation.

ARTICLE II
Plan of Merger

The plan of merger is attached hereto as Exhibit A.

ARTICLE III
Date and Manner of Adoption

The sole shareholder of Sterling Amusements, Inc. adopted the Plan of Merger on May 15, 1995. There are no shareholders of Sterling Finance, Inc., so no shareholder approval was required. The Sole Director of Sterling Finance, Inc. adopted the Plan of Merger on May 15, 1995.

ARTICLE IV
Date Effective

The merger shall be effective on the first day in which both these Articles of Merger have been filed by the Florida Department of State and that certain Certificate of Merger of Sterling Amusements, Inc. into Sterling Finance, Inc. has been filed by the Delaware Department of State.

Dated this 15th day of May, 1995.

STERLING AMUSEMENTS, INC.,
a Delaware corporation

By: Marilyn A. Borer
Marilyn A. Borer,
Its President

STERLING FINANCE, INC.,
a Florida corporation

By: Marilyn A. Borer
Marilyn A. Borer
Its President

STATE OF FLORIDA

COUNTY OF Hillsborough

15th The foregoing instrument was acknowledged before me this
day of May, 1995, by Marilyn A. Borer, as President of
Sterling Amusements, Inc., a Delaware corporation, on behalf of
the corporation. She is personally known to me.

[SEAL]



Linda L. Fleming
Notary Public
Printed Name: Linda L. Fleming

STATE OF FLORIDA

COUNTY OF Hillsborough

14th The foregoing instrument was acknowledged before me this
day of May, 1995, by Marilyn A. Borer, as President of
Sterling Finance Inc., a Florida corporation, on behalf of the
corporation. She is personally known to me.

[SEAL]



Linda L. Fleming
Notary Public
Printed Name: Linda L. Fleming

**PLAN OF MERGER OF
STERLING AMUSEMENTS, INC.
INTO
STERLING FINANCE, INC.**

Sterling Amusements, Inc., a Delaware corporation, and Sterling Finance, Inc., a Florida corporation, hereby adopt the following plan of merger on the 15th day of May, 1995.

1. The name of each corporation planning to merge is:
Sterling Amusements, Inc., a Delaware corporation
Sterling Finance, Inc., a Florida corporation
2. The name of the surviving corporation is:
Sterling Finance, Inc., a Florida corporation
3. The terms and conditions of the proposed merger and the manner and basis of converting the shares of Sterling Amusements, Inc., into shares of the surviving corporation is as follows:

On or after the effective date, the shareholders of the outstanding shares of common stock of Sterling Amusements, Inc., upon surrender of the certificates representing such shares, shall receive a certificate for the same number of shares of Sterling Finance, Inc. All rights with respect to shares of stock of Sterling Amusements, Inc., as of the effective date of the merger shall cease and terminate, notwithstanding that any certificate for such shares shall not have been surrendered to Sterling Finance, Inc. There are no outstanding shares of Sterling Finance, Inc. On the effective date, each share of the outstanding common stock of Sterling Amusements, Inc., shall be converted into one share of Sterling Finance, Inc., common stock having a par value of \$0.01 per share.

4. The Articles of Incorporation and the Bylaws of Sterling Finance, Inc., shall be the Articles of Incorporation of the surviving corporation. No amendments to the Articles of Incorporation will be made as a result of the merger.

5. The directors and officers of Sterling Finance, Inc., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full

unexpired terms of their offices and until their successors have been elected and qualified.

STERLING AMUSEMENTS, INC.,
a Delaware corporation

By: Marilyn A. Borer
Marilyn A. Borer,
Its President

STERLING FINANCE, INC.,
a Florida corporation

By: Marilyn A. Borer
Marilyn A. Borer,
Its President