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5/09/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FOWLER, WHITE, BURNETT, ET AL

DEPARTMENT OF STATE

100 SE 2ND STREET

STATE OF FLORIDA

17TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

731-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: STERLING IV FLORIDA, INC.

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EFFECTIVE DATE

5-9-95

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FILED  
55 MAY 10 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Audit No. H95000005208

**ARTICLES OF INCORPORATION  
OF  
STERLING IV FLORIDA, INC.**

FILED  
95 MAY 10 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purpose of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

**EFFECTIVE DATE**

**ARTICLE I**

**Name and Address**

The name and address of the proposed corporation shall be Sterling IV Florida, Inc., located at 303 Royal Poinciana Plaza, Palm Beach, Florida 33433.

**ARTICLE II**

**Duration**

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purpose**

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor) borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto, and shall have such powers as trustee, promoter, incorporator, agent, shareholder partner, member, associate, manager, and/or licensee of any

Prepared by: Morton P. Brown, Esq.  
Fowler, White, Burnett, Hurley,  
Banick & Strickroot, P.A.  
100 S.E. 2nd Street, 17th Floor  
Miami, FL 33131  
Florida Bar No.: 0009433

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corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, the State of Mississippi, or by the provisions of these Articles of Incorporation.

#### ARTICLE IV

##### Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One and No/100 (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

The name of the initial registered agent of this corporation at that address is Morton P. Brown.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who,

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unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

A. David Kosoy

303 Royal Poinciana Plaza  
Palm Beach, Florida 33480

The duties of and manner of electing directors shall be as set forth in the bylaws of the corporation.

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

##### Initial Officers

The officers of this corporation shall be a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors of this corporation. The qualifications, the time and manner of electing or appointment, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President,  
Secretary,  
Treasurer

A. David Kosoy

303 Royal Poinciana Plaza  
Palm Beach, Florida 33480

#### ARTICLE VIII

##### Subscribers

The name and address of the person signing these Articles as subscriber is:

Morton P. Brown

100 S.E. 2nd Street  
17th Floor  
Miami, Florida 33131

**ARTICLE IX**

**Bylaws**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholder to add to, delete from or otherwise amend the Bylaws of the corporation.

**ARTICLE X**

**Indemnification and Limitation of Liability**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by laws. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the share of its stockholders and upon dividends due them for any indebtedness of such stockholder to the corporation.

**ARTICLE XI**

**Working Capital**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

**ARTICLE XII**


**Amendment**

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and

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without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 4th day of May, 1995.

  
Morton P. Brown  
Subscriber

Audit No. H95000005208

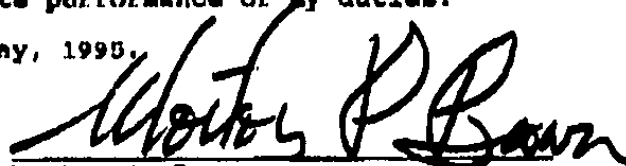
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to proper and complete performance of my duties.

Dated this 9th day of May, 1995.

  
Morton P. Brown

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 9th day of May, 1995, by Morton P. Brown who (X) is personally known to me or who ( ) produced \_\_\_\_\_ (type of identification) as identification.

  
NOTARY PUBLIC  
Printed Name:  
My Commission Expires:



GRETCHEN FARMER  
COMMISSION # CC 408801  
EXPIRES SEP 24, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Audit No. H95000005208

STERLING I FLORIDA, INC.  
303 Royal Poinciana Plaza  
Palm Beach, Florida 33433

May 8, 1995

To Whom It May Concern:

This is to confirm that the undersigned corporation has no objections to the formation of a new corporation that will be named "STERLING IV FLORIDA, INC." and, that the undersigned corporation waives any objection to the similarity of the name of the new corporation to be formed to the name of the undersigned corporation.

STERLING I FLORIDA, INC.

By: 

Duane Miller, Vice President

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Audit No. H95000005208


**STERLING II FLORIDA, INC.**  
303 Royal Poinelana Plaza  
Palm Beach, Florida 33433

May 8, 1995

To Whom It May Concern:

This is to confirm that the undersigned corporation has no objections to the formation of a new corporation that will be named "STERLING IV FLORIDA, INC." and, that the undersigned corporation waives any objection to the similarity of the name of the new corporation to be formed to the name of the undersigned corporation.

STERLING II FLORIDA, INC.

By:   
Duane Stiller, Vice President

Audit No. H95000005208

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TEL NO: 322-358-6531

MAY 09 '95 04:23PM FOWLER WHITE MIRM1  
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STERLING III FLORIDA, INC.  
303 Royal Poinciana Plaza  
Palm Beach, Florida 33433

May 8, 1995

To Whom It May Concern:

This is to confirm that the undersigned corporation has no objections to the formation of a new corporation that will be named "STERLING IV FLORIDA, INC." and, that the undersigned corporation waives any objection to the similarity of the name of the new corporation to be formed to the name of the undersigned corporation.

STERLING III FLORIDA, INC.

By:   
Duane Skiller, Vice President

FILED  
95 MAY 10 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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