

P95000052501

Barry R. Gainsburg, Esq.  
1801 Clint Moore Road  
Suite 203  
Boca Raton, FL 33487  
(407) 989-0881

June 30, 1995

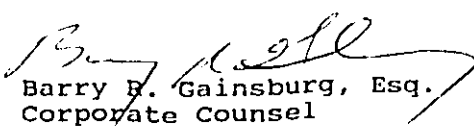
Division of Corporations  
George Firestone Bldg.  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed herewith please find the original and a copy of the Articles of Incorporation for Sterling Financial Associates, Inc. in addition to the \$131.25 filing fees for a certified copy and certificate.

Please return a copy of the filed Articles to the principal place of business address. Thank you for your cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,

  
Barry R. Gainsburg, Esq.  
Corporate Counsel

FILED 1995 JUN 30 10 15 AM  
TALLAHASSEE, FL  
FEE \$131.25

KWA  
7-7-95

ARTICLES OF INCORPORATION  
OF  
STERLING FINANCIAL ASSOCIATES, INC.

FILED  
95 JUL -3 PM 3:32  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

STERLING FINANCIAL ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3000 Jasmine Terrace  
Delray Beach, Florida 33483

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES OF ONE CLASS ONLY NAMELY COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Philip M. Tuccelli  
3000 Jasmine Terrace  
Delray Beach, FL 33483

ARTICLE V DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

ARTICLE VI INITIAL DIRECTORS

The name and street address of the Initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:


Philip M. Tuccelli  
3000 Jasmine Terrace  
Delray Beach, Florida 33483

ARTICLE VII INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

Philip M. Tuccelli  
3000 Jasmine Terrace  
Delray Beach, Florida 33483

The undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of June, 1995.



PHILIP M. TUCCELLI, INCORPORATOR

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

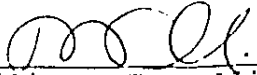
\_\_\_\_\_STERLING FINANCIAL ASSOCIATES, INC.\_\_\_\_\_

2. The name and address of the registered agent and office is:

\_\_\_\_\_PHILIP M. TUCCELLI\_\_\_\_\_  
NAME

\_\_\_\_\_1000 JASMINE TERRACE\_\_\_\_\_  
ADDRESS


\_\_\_\_\_DELRAY BEACH, FLORIDA 33483\_\_\_\_\_  
CITY/STATE/ZIP

SIGNATURE   
Philip M. Tuccelli

TITLE INCORPORATOR

DATE JUNE 30, 1995

HAVING BEEN NAMES AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE   
Philip M. Tuccelli

DATE June 30, 1995