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May 23, 1995

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Secretary of State  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Stern Brothers, Inc.

Dear Sir/Madam:

Enclosed please find a Certificate of Incorporation and Certificate designating resident agent for the referenced corporation and our check to cover the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	52.50
	<u>\$122.50</u>

Please forward a certified copy to us.

Very truly yours,

YELEN & YELEN, P.A.

  
JAN A. YELEN

JAY:hr

  
Enclosures

W95-15765



FLORIDA DEPARTMENT OF STATE

August 4, 1995

Sandra B. Mortham  
Secretary of State

JAN A. YELEN, ESQ.  
1104 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

SUBJECT: STERN BROTHERS, INC.  
Ref. Number: W95000015765

We have received your document for STERN BROTHERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 995A00036762

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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OF

STERN BROTHERS, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

STERN BROTHERS, INC.

ARTICLE II PRINCIPAL OFFICE

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

590 W. Flagler Street, Miami, Florida 33130

ARTICLE III CAPITAL STOCK

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

50 share with no par value, total capitalization of \$500.00.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JEROME STERN

590 W. Flagler Street  
Miami, Florida 33130

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

DAVID STERN

590 W. Flagler Street  
Miami, Florida 33130

ARTICLE VI PREEMPTIVE RIGHTS AND BUSINESS PURCHASES

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the Shareholders before they shall be effective.

The undersigned has(have) executed these Articles of Incorporation this 23 day of May, 1995.

  
\_\_\_\_\_  
Signature/Title Incorporator

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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: STERN BROTHERS, INC.
2. The name and address of the registered agent and office is:  
JEROME STERN  
(NAME)  
590 W. Flagler Street  
(P.O. BOX NOT ACCEPTABLE)  
Miami, Florida 33130  
(CITY/STATE/ZIP)

SIGNATURE

David M. Stern  
(corporate officer)

TITLE

DATE

HAVING BEEN NAMED 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

DATE

5-23-95