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INVESTMENT
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P96000014221

ACCOUNT NO. : 072100000032

REFERENCE : 030330 121049A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : February 1, 1996

ORDER TIME : 10:16 AM

700001705127

ORDER NO. : 030330

CUSTOMER NO: 121049A

CUSTOMER: Michael Goldberg, Esq
KRONENBOLD GOTTLIEB &
GOLDBERG, P.A.
Barnett Bank Plaza, Suite 1410
1 E. Broward Boulevard
Ft. Lauderdale, FL 33301-1804

FILED
96 FEB 14 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: STERLING MANAGEMENT, INC.

XXX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX PLAIN STAMPED COPY

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

RECEIVED
96 FEB -2 AM 11:26
DIVISION OF CORPORATION

T. BROWN FEB 15 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 2, 1996

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: STERLING MANAGEMENT, INC.
Ref. Number: W96000002618

We have received your document for STERLING MANAGEMENT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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ARTICLES OF INCORPORATION
OF
STERLING SYSTEMS, INC.

FILED
96 FEB 14 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STERLING SYSTEMS, INC.

The address of the principal office of this corporation shall be 229 Chilean Avenue, #2, Palm Beach, Florida 33480, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Barnott Bank Plaza, Suite 1410, 1 East Broward Boulevard, Ft. Lauderdale, Florida and the name of the initial registered agent of the corporation at that address is Michael Goldberg.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 2, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED
96 FEB 14 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael Goldberg, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

STERLING SYSTEMS, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Michael Goldberg
Michael Goldberg

cld