

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-542-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

F. CHASSER JUN 19 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<i>[Signature]</i>		

WALK-IN Will Pick Up 6/19/96 12:00

of No 53085
 NE: Sterling V Florida
Inc.

52182 C.O. FILED DISBURSED

FILED
 JUN 19 AM 11:17
 TALLAHASSEE, FLORIDA

400001867154
 -06/19/96-01074-004
 *****122.50*****122.50

 All. of Inc. File
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. File
☒ () Cert. Copy(s)
 All. of Amend. File
 Dissolution/Withdrawal
 O U B.
 Fictitious Name File
 Name Reservation
 Annual Report/Maintenance
 Reg. Agent Service
 Document Filing
 Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop.
 FAX () pgs.

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 JUN 19 AM 9:55
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
STERLING V FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is Sterling V Florida, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

209 Phipps Plaza
Palm Beach, Florida 33480

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on June 18, 1996.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue ten thousand shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

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95 JUN 19 4:11:17
TALLAHASSEE, FLORIDA

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

NAME

A. David Kosoy

ADDRESS

209 Phipps Plaza
Palm Beach, Florida 33480

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of June, 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, V.P.
Steven R. Parson, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 18th day of June, 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, V.P.
Steven R. Parson, Vice President

WPB/85627.1/