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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

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FROM: FOWLER, WHITE, BURNETT, ET AL
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: STERLING VI FLORIDA, INC.

FAX AUDIT NUMBER: H96000011508

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/16/1996

TIME REQUESTED: 16:46:54

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 11

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071250001512

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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ARTICLES OF INCORPORATION

OF

STERLING VI FLORIDA, INC.

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

ARTICLE I

NAME

The name of the corporation is:

STERLING VI FLORIDA, INC.

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

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act"), including but not limited to the following:

Morton F. Brown, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.W. 2nd Street, 17th Floor
Miami, Florida 33131-1101
ph: (305) 789-9200
Florida Bar No. 0009433

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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 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, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Authorized Capital

The corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share. 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

Address

The principal office and the mailing address for the corporation is 209 Phipps Plaza, Palm Beach, Florida 33480.

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ARTICLE VI**Registered Office and Agent**

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

The name of the initial registered agent at such office is Morton P. Brown.

ARTICLE VII**Incorporator**

The name and address of the incorporator of the corporation are:

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

ARTICLE VIII**Initial Board of Directors**

This corporation shall have at least one (1) director. The number of directors may be either increased or diminished from time to time by amendment to the By-Laws adopted by the stockholders. The name and address of the initial director of this corporation who, unless otherwise provided by the Articles of Incorporation or By-Laws, shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified, are:

A. David Kosoy
209 Phipps Plaza
Palm Beach, Florida 33480

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

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

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ARTICLE IX**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 qualification, the time and manner of electing or appointment, the duties of, the term of office, and the manner of removing officers shall be as set forth in the By-Laws.

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

President, Secretary
and Treasurer

A. David Kusoy
209 Phipps Plaza
Palm Beach, Florida 33480

ARTICLE X**Indemnification**

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI**By-Laws**

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 By-Laws 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 stockholders to add to, delete from or otherwise amend the By-Laws of the corporation.

ARTICLE XII**Working Capital**

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

ARTICLE XIII**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 By-Laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of August, 1996.


Morton P. Brown

Audit No. # 96000011508

Audit No. # 96000011508

ACCEPTANCE OF APPOINTMENT

As
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Morton P. Brown

Audit No. # 96000011508

Audit No. W96000011508

STERLING I FLORIDA, INC.
209 Phipps Plaza
Palm Beach, Florida 33480

August 16, 1996

To Whom It May Concern:

This is to confirm that the undersigned corporation has no objection to the formation of a new corporation that will be named "STERLING VI 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.
A Florida Corporation

By: 
Duane Stiller, Vice President

Audit No. W96000011508

Audit No. N96000011508

STERLING II FLORIDA, INC.
209 Phipps Plaza
Palm Beach, Florida 33480

August 16, 1996

To Whom It May Concern:

This is to confirm that the undersigned corporation has no objection to the formation of a new corporation that will be named "STERLING VI 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.
A Florida Corporation

By: 
Duane Stillier, Vice President

Audit No. N96000011508

Audit No. W96000011508

STERLING III FLORIDA, INC.
209 Phipps Plaza
Palm Beach, Florida 33480

August 16, 1996

To Whom It May Concern:

This is to confirm that the undersigned corporation has no objection to the formation of a new corporation that will be named "STERLING VI 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.
A Florida Corporation

By: 
Duane Stiller, Vice President

Audit No. W96000011508

Audit No. W96000011508

STERLING IV FLORIDA, INC.
209 Phipps Plaza
Palm Beach, Florida 33480

August 16, 1996

To Whom It May Concern:

This is to confirm that the undersigned corporation has no objection to the formation of a new corporation that will be named "STERLING VI 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 IV FLORIDA, INC.
A Florida Corporation

By: 
Duane Stiller, Vice President

Audit No. W96000011508

Audit No. 896000011508

STERLING V FLORIDA, INC.
209 Phipps Plaza
Palm Beach, Florida 33480

August 16, 1996

To Whom It May Concern:

This is to confirm that the undersigned corporation has no objection to the formation of a new corporation that will be named "STERLING VI 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 V FLORIDA, INC.
A Florida Corporation

By: 
Duane Stifler, Vice President

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