

P96000103721

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. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Thanks!!

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Jan _____

WALK-IN 12/27 12:00
Will Pick Up _____

RE: Starting Wholesale
Inc.

C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s. _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

SUBTOTALS _____

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

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

Capital Connection

**ARTICLES OF INCORPORATION
OF
STERLING WHOLESALE, INC.**

FILED
96 DEC 27 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) pursuant to Chapter 607 of the Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is **STERLING WHOLESALE, INC.**

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her

shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is 1313 Landstreet Road, Orlando, Florida 32859.

The initial mailing address of this Corporation is 1313 Landstreet Road, Orlando, Florida 32859..

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is CHARLES E. BAILES, JR., and the address of this initial Registered Agent is 6212 Dartmoor Court, Orlando, Florida 32819.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have three (3) director(s) initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be less than one (1). The name and address of the initial director(s) of this Corporation is:

SPENCER STERLING SMITH
472 Wilmington Circle
Oviedo, Florida 32765

CHARLES E. BAILES, JR.
6212 Dartmoor Court
Orlando, Florida 32819

JOHN W. HOLLOWAY
6201 Matchett Road
Orlando, Florida 32809

ARTICLE IX. INCORPORATOR

The name and address of the person signing these
Articles as Incorporator is:

CHARLES E. BAILES, JR.
6212 Dartmoor Court
Orlando, Florida 32819

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be
vested in the Board of Directors and the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the
authority of, and the business affairs of this Corporation will be
managed under the direction of, the shareholders of this
Corporation.

DATED: December 26, 1996.

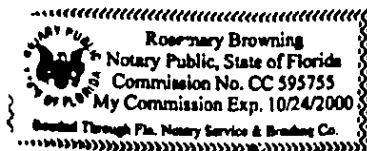


CHARLES E. BAILES, JR., Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this
26th day of December, 1996, by CHARLES E. BAILES, JR., who is
described as Incorporator, and who executed the foregoing Articles

of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.



Rosemary Browning
(Signature of Notary Public - State Florida)
Rosemary Browning
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced _____

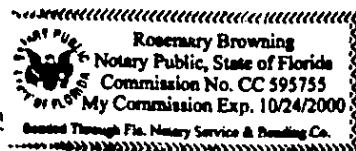
ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of STERLING WHOLESALE, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

Charles E. Bailes Jr
CHARLES E. BAILES, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of December, 1996, by CHARLES E. BAILES, JR., described as the REGISTERED AGENT for STERLING WHOLESALE, INC. and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.



Rosemary Browning
(Signature of Notary Public - State Florida)
Rosemary Browning
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced _____

(12/26/96; JFB; lb:A[.610])