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March 25, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **FIDELITY INVESTMENTS PROPERTIES, INC.**
STERLING INVESTMENTS PROPERTIES, INC.

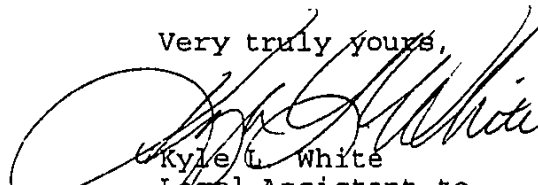
Dear Madam or Sir:

Enclosed herewith for filing with the Secretary of State are Articles of Incorporation for each of the above-referenced corporations, together with two checks from this law firm in the amount of \$122.50 each, representing the \$35.00 filing fee, \$35.00 for designation of registered agent, and \$52.50 for certified copies of the Articles of Incorporation for each entity.

Please file these documents immediately upon receipt and return the certified copies to my attention as soon as possible.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me.

Very truly yours,


Kyle L. White
Legal Assistant to
Cleatous J. Simmons

KLW/
Enclosures
011454/52858/319063
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FILED
97 MAR 26 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 3/28/97

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97 MAR 26 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STERLING INVESTMENTS PROPERTIES, INC.

ARTICLE I - NAME

The name of this corporation is STERLING INVESTMENTS PROPERTIES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 405 Douglas Avenue, Suite 1955, Altamonte Springs, FL 32714.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT (\$.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 405 Douglas Avenue, Suite 1955, Altamonte Springs, Seminole County, Florida 32714, and the name of the initial registered agent of this corporation at that address is WALTER E. JUDGE.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but

shall never be less than one (1). The names and addresses of the initial directors are as follows:

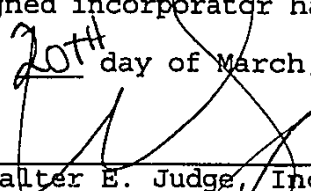
Jerome B. Kahn	2102 Royal Fern Ct. Longwood, FL 32750
George W. Jaconetti	733 W. State Road 436 Suite 2001 Altamonte Springs, FL 32714
Walter E. Judge	405 Douglas Avenue Suite 1955 Longwood, Fl 32714

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Walter E. Judge	405 Douglas Avenue Suite 1955 Longwood, Fl 32714
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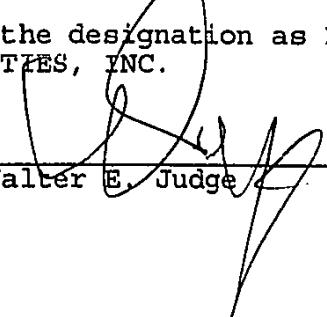
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of March, 1997.



Walter E. Judge, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of STERLING INVESTMENTS PROPERTIES, INC.



Walter E. Judge