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July 22, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-07/25/97--01088--013
****122.50 ****122.50

Re: STERLING DIRECT INCORPORATED

Dear Sir or Madam:

Enclosed are the original and a copy of Articles of Incorporation of the above corporation, resident agent form and check in the amount of \$122.50 for fees and taxes.

Please certify and return a copy of same at your earliest convenience.

Yours very truly,



GERALD H. STEAD

GHS:kh

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
STERLING DIRECT INCORPORATED

ARTICLE I

The name of this corporation is **STERLING DIRECT INCORPORATED**

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein; and to establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation, or to facilitate the disposition thereof.

B. To do all things and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or as interested in any property or

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STATE
CORPORATIONS

otherwise, with all the powers now or hereafter conferred by the laws of the State of Florida upon corporations.

C. To contract debts and borrow money, sue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

ARTICLE IV

This corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 16108 Highland Avenue, Lutz, Florida 33549. The name of the initial registered agent of this corporation at that address is **ROBERT M. ANDERSON, JR.**

ARTICLE VI

The mailing address of the principal office of this corporation is: 16108 Highland Avenue, Lutz, Florida 33549.

ARTICLE VII

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-laws, but shall never be less than two. The name and address of the initial director of this corporation is:

ROBERT M. ANDERSON, JR., 16108 Highland Avenue, Lutz, Florida 33549.

The names and addresses of the officers of this corporation are:

ROBERT M. ANDERSON, JR. - President, Secretary, Resident Agent and Director, 16108 Highland Avenue, Lutz, Florida 33549.

BRADLEY B. ANDERSON - Vice President, 451 West Wrightwood, Apartment 1008, Chicago, IL 60614.

NANCY ANDERSON - Vice President, 16108 Highland Avenue, Lutz, Florida 33549.

ARTICLE VIII

The name and address of the person signing these Articles is: **ROBERT M. ANDERSON, JR.**, 16108 Highland Avenue, Lutz, Florida 33549.

ARTICLE IX

The power to adopt, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

ROBERT M. ANDERSON, JR. - Five Hundred (500) Shares.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XI

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of July, 1997.



ROBERT M. ANDERSON, JR.

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above named, personally appeared **ROBERT M. ANDERSON, JR.**, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 22 day of July, 1997.



NOTARY PUBLIC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

**FIRST, THAT STERLING DIRECT INCORPORATED DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF
FLORIDA, HAS NAMED ROBERT M. ANDERSON, JR., LOCATED AT 16108
HIGHLAND AVENUE, CITY OF LUTZ, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

SIGNATURE


(CORPORATE OFFICER)

TITLE: PRESIDENT

DATE JULY 22, 1997.

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SEC
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CORPORATIONS

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

SIGNATURE


(RESIDENT AGENT)

DATE JULY 22, 1997.