| City/State/Zip | Address Phone # | 783// |
|------------------------------------------------|----------------------------------------------------------------------------------------|------------------------------------------------------|
| | | Office Use Only |
| CORPORATION NA | ME(S) & DOCUMENT NUMBE | R(S), (if known): |
| 2 | tion Name) (Docum | -09/10/9701056017 |
| 3. <u>(Cornora</u> | tion Name) (Docum | nent#) |
| 4 | (= | |
| Mail out | Pick up time 3 30 Will wait Photocopy AMENDMENTS | Certified Copy Certificate of Status All 0.32 |
| NEW FILINGS | AMENDMENTS | |
| NonProfit | Resignation of R.A., Officer/ Director | - |
| Limited Liability | Change of Registered Agent | R 97 s |
| Domestication | Dissolution/Withdrawal | |
| Other | Merger | |
| Annual Report Fictitious Name Name Reservation | REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other | RECEIVED 97 SEP 10 AM 10: 50 DIVISION OF CORPORATION |

CR2E031(1/95)

Examiner's Initials

ARTICLES OF INCORPORATION

OF

STIRLING COOKE SERVICES, INC.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE FIRST - NAME OF CORPORATION

The name of the corporation is Stirling Cooke Services, Inc. The principal office of the corporation is located at 2801 Fruitville Road, Suite 250, Sarasota, Florida 34237.

ARTICLE SECOND - DURATION

The duration of the corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

ARTICLE THIRD - PURPOSE

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE FOURTH - STOCK

The corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of One U.S. Dollar (\$1.00). Such stock shall be of a single class.

ARTICLE FIFTH - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is:

200 Laura Street, Greenleaf Building Jacksonville, Florida 32202-3527

The registered agent is F&L Corp.

ARTICLE SIXTH - DIRECTORS

The names and addresses of the initial board of directors of the corporation are as

Mark Cooke 2801 Fruitville Road Suite 250 Sarasota, FL 34237

follows:

Kay Houston 2801 Fruitville Road Suite 250 Sarasota, FL 34237

ARTICLE SEVENTH - INCORPORATOR

The name and address of the incorporator is:

Robert H. Mace, Jr. Foley & Lardner 777 East Wisconsin Avenue Milwaukee, WI 53202-5367

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on September 9, 1997.

Robert H. Mace, Jr.

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