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ACCOUNT NO. : 072100000032

REFERENCE : 546679 6099A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 29, 1997

ORDER TIME : 11:33 AM

ORDER NO. : 546679-005

CUSTOMER NO: 6099A

000002308540--2  
-09/29/97--U1134--005  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Ms. Luanne M. Falkinburg  
MOYLE FLANIGAN KATZ FITZGERALD  
& SHEEHAN  
625 N. flagler Drive, 9th Floor  
P. O. Box 3888  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: STERN BUSINESS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: \_\_\_\_\_

SN SEP 30 1997

FILED  
97 SEP 29 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 29 1997  
OFFICE OF CORPORATION  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**STERN BUSINESS CORP.**

**FILED**  
97 SEP 29 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be Stern Business Corp. (the "Corporation").

**ARTICLE II**

**Mailing Address**

The mailing address of the Corporation is 625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401.

**ARTICLE III**

**Purpose**

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### **ARTICLE IV**

##### **Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

#### **ARTICLE V**

##### **Preemptive Rights**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Martin V. Katz.

#### **ARTICLE VIII**

##### **Board of Directors**

This Corporation shall have one (1) 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 one (1).

The name and address of the initial director of this Corporation is as follows:

Henry J. Stern

625 N. Flagler Drive, 9<sup>th</sup> Floor  
West Palm Beach, Florida 33401

## ARTICLE IX

### By-Laws

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

## ARTICLE X

### Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE XI

### Incorporator

The name and address of the person signing these Articles is as follows: Martin V. Katz, 625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401.

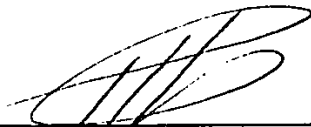
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26<sup>th</sup> day of September, 1997.

  
\_\_\_\_\_  
MARTIN V. KATZ, Incorporator

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

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

THAT STERN BUSINESS CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 625 N. FLAGLER DRIVE, 9<sup>TH</sup> FLOOR, WEST PALM BEACH, FLORIDA 33401 HAS NAMED MARTIN V. KATZ, LOCATED AT 625 N. FLAGLER DRIVE, 9<sup>TH</sup> FLOOR, WEST PALM BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
MARTIN V. KATZ, Incorporator  
September 26, 1997  
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
MARTIN V. KATZ, Registered Agent  
September 26, 1997  
(Date)

FILED  
SEP 29 AM 8:30  
STATE  
TREASURER  
FLORIDA