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FLORIDA PARALEGAL

September 29, 1997

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: STERLING ENTERPRISES OF SOUTH FLORIDA, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, as referred above, together with a check for \$70.00.

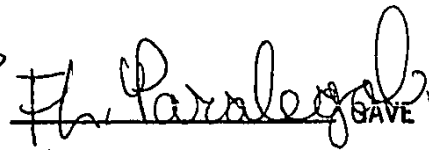
This represents the cost of the Filing Fees, Articles of Incorporation and fee for registered Agent Designation.

Please stamp the extra copy and return at your earliest convenience in the stamped self address envelope.

Sincerely,


CRISTINA CASAS

Enclosure


AUTHORIZATION BY PHONE TO
CORRECT street spelling
DATE 10/7/97
DOC. EXAM. 7.14

FILED
97 OCT -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5615 SHERIDAN STREET * HOLLYWOOD, FL 33021 * OFFICE: (954) 989-1755 * FAX: (954) 989-3288

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97 OCT -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

STERLING ENTERPRISES OF SOUTH FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation : **STERLING ENTERPRISES OF SOUTH FLORIDA, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue **FIVE HUNDRED (500)** shares of **ONE Dollar (\$1.00)** par value Common Stock, which shall be designated "**Common Shares**".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

MICHELLE F. LONGSWORTH
6309, STIRLING ROAD
DAVIE, FL 33314

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

**MICHELLE F. LONGSWORTH
6309 STIRLING ROAD
DAVIE, FL 33314**

ARTICLE VII - OFFICERS

The following individuals shall hold office for the Corporation as designated below:

MICHELLE F. LONGSWORTH—PRESIDENT—SECRETARY—TREASURER

LEON F. LONGSWORTH—VICE PRESIDENT

ARTICLE VIII - INCORPORATORS

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

**MICHELLE F. LONGSWORTH
6309 STIRLING ROAD
DAVIE, FL 33314**

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is as follows:

**6309 STIRLING ROAD
DAVIE, FL 33314**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of September 1997.


MICHELLE F. LONGSWORTH

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

MICHELLE F. LONGSWORTH

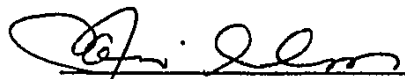
known to me and has provided the following identification

FLORIDA DRIVER'S LICENSE-NO: L526-546-65-661-0
(type of identification)

and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 30 day of September 1997.

My Commission expires:


(Notary Public)

MARIA C. CASAS
(Printed Name of Notary)



FILED
97 OCT -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

of

STERLING ENTERPRISES OF SOUTH FLORIDA, INC.


Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

6309 - STIRLING ROAD
DAVIE, FL 33314

has named **MICHELLE F. LONGSWORTH** located at the aforesaid address, as Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


MICHELLE F. LONGSWORTH
(registered agent)

The name and address of the Initial Registered Agent of this Corporation is:

MICHELLE F. LONGSWORTH
6309 STIRLING ROAD
DAVIE, FL 33314

Date: 30th September, 1997