CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED

FI

97 DEC 30 PM 12: 52

P97000108710

500002385665--6 12/30/97-01043-003 ******70.00 ******70.00

| | Art of Inc. File Photo |
|----------------------|--------------------------------|
| | LTD Partnership File |
| | Foreign Corp. File |
| | L.C. File |
| | Fictitious Name File |
| | Trade/Service Mark |
| | Merger File |
| | Art. of Amend. File |
| | RA Resignation |
| | Dissolution / Withdrawal |
| | Annual Report / Reinstatement |
| | Cert. Copy |
| | Photo Copy |
| | Certificate of Good Standing |
| | Certificate of Status |
| | Certificate of Fictitious Name |
| | Corp Record Search |
| | Officer Search |
| i | Fictitious Search |
| Signature | Fictitious Owner Search |
| | Vehicle Search |
| | Driving Record |
| Requested by: | UCC 1 or 3 File |
| Name Date Time | UCC 11 Search |
| | UCC 11 Retrieval |
| Walk-In Will Pick Up | Courier |
| 41 ii | (0) |

FILED FOREIARY OF STATE FUIDN OF CORPORATIONS

ARTICLES OF INCORPORATION

0F

97 DEC 30 PM 12: 52

PLANET STERLING INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE 1

NAME

The name of the corporation shall be PLANET STERLING INC.

The address of the principal office of this corporation shall be:

2200 NW 2nd Avenue Boca Raton, Florida 33431

ARTICLE 11

NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock, \$.001 par value per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name of the initial director of this corporation is:

JOEL BERGER

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Jeffrey G. Klein
23123 STATE ROAD SEVEN
Suite 350-B
BOCA RATON, FLORIDA 33428

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JEFFREY G. KLEIN, ESQUIRE SUITE 350-B 23123 STATE ROAD SEVEN BOCA RATON, FLORIDA 33428

ARTICLE IX

ELECTIONS

The Corporation expressly elects not to be governed by the provisions of Section 607.0901 and 607.0902 of the Florida Business Corporation Act.

JEPFREY C. KLEIN, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

JEFFREY G. KLEIN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above Articles of Incorporation is familiar with and accepts the obligation of the position of Registered agent under Section 607.0505 Florida Statutes.

EFFRET G KLEIN, REGISTERED AGENT

97 DEC 30 PM 12: 52