

P98000004500

Sterling & King  
ACCOUNTS RECEIVABLE SPECIALISTS  
Since 1971

December 30, 1997

State of Florida  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 33314

600002388676--9  
-01/02/98--01083--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Sterling United Portfolios, Inc.

Gentlemen:

Enclosed is a copy of our Articles of Incorporation and a check for \$70.00 to cover the filing fees for Sterling United Portfolios, Inc..

Please send all correspondence related to this new corporation to :

Sterling United Portfolios, Inc.  
1015 Semoran Blvd. #1455  
Casselberry, FL 32707

Thank you.

  
Paula Zenchoff

FILED  
98 JAN 15 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W 98-239

m 1/15/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 6, 1998

STERLING UNITED PORTFOLIOS, INC.  
1015 SEMORAN BLVD. #1455  
CASSELBERRY, FL 32707

SUBJECT: STERLING UNITED PORTFOLIOS, INC.  
Ref. Number: W98000000239

We have received your document for STERLING UNITED PORTFOLIOS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 498A00000439

## ARTICLES OF INCORPORATION

### ARTICLES OF INCORPORATION OF STERLING UNITED PORTFOLIOS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA

#### ARTICLE I NAME

The name of the corporation shall be Sterling United Portfolios, Inc.

#### ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 100 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 274 Wilshire Boulevard, Suite 269, Casselberry, FL 32707 and the name of the initial Registered Agent for the corporation at that address is Paula Zenchoff.

#### ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

FILED  
98 JAN 15 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Paula Zenchoff

ARTICLE X INCORPORATOR

The name and address of the incorporator is: Paula Zenchoff, 274 Wilshire Boulevard,  
Suite 269, Casselberry, FL 32707

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal  
on this 01 day of JANUARY, 19 98.

Incorporator: Paula Zenchoff

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was executed and acknowledged before me this

1<sup>st</sup> day of January, 19 98, by PAULA ZENCHOFF

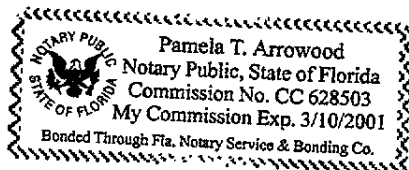
Pamela T. Arrowood

Notary Public (SEAL)

State of Florida

My Commission Expires:

DRIVER'S LIC. - FL  
2521-677-51-640



CORPORATE ADDRESS

274 WILSHIRE BOULEVARD  
SUITE 269  
CASSELBERRY, FL 32707

REGISTERED AGENT ASSIGNMENT

I, Paula Zenchoff hereby am familiar with and accept the duties and responsibilities of Registered Agent. My address is 274 Wilsihire Boulevard Suite 269 Casselberry, Florida 32707.

Signed Paula Zenchoff  
Paula Zenchoff, Registered Agent  
Sterling United Portfolios, Inc.

Date 1/12/98

FILED  
98 JAN 15 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA