

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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Articles

1.) Sterling Development Group, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

For the purpose of forming a for profit corporation pursuant to Chapter 607, Florida Statutes, the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I: CORPORATE NAME

The name of this corporation is STERLING DEVELOPMENT GROUP, INC.

ARTICLE II: PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

Sterling Development Group, Inc.
2535 State Road 16
St. Augustine, FL 32092

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TALLAHASSEE, FLORIDA

ARTICLE III: DURATION

STERLING DEVELOPMENT GROUP, INC.. ("Sterling") shall perpetually exist beginning with the filing of these Articles of Incorporation with the Division of Incorporation of the State of Florida.

ARTICLE IV: PURPOSE

Sterling is organized for the purpose of transacting any and all lawful business.

ARTICLE V: CAPITAL STOCK

Sterling is authorized to issue 5,000 shares of \$1.00 par value common stock. Upon the sale for cash of any new stock of Sterling of the same kind, class or series as that which he or she already holds, every shareholder shall have the right to purchase his or her pro rate share (as nearly as may be done without issuing fractional shares) at the price at which it is offered to others. Each shareholder of Sterling shall have the first right to purchase shares (and any securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (regardless of whether presently authorized), including shares from the treasury of Sterling, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from Sterling setting the prices terms and conditions of the issues of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to Sterling within thirty (30) days of receipt of notice from Sterling.

ARTICLE VI: QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's bylaws, a minimum of seventy-five percent (75%) of all shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of Sterling Development Group, Inc. is 2535 State Road 16, St. Augustine, Florida 32092. The initial registered agent of Sterling at that address is Ami R. Patel.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

Sterling shall initially have two directors. The number of directors may be increased or decreased from time to time in a manner provided in the bylaws but shall never be less than one. The name and address of the initial directors of Sterling are the following:

Swati R. Patel
2535 State Road 16
St. Augustine, FL 32092

Ami R. Patel
2535 State Road 16
St. Augustine, Florida 32092

ARTICLE IX: INCORPORATION

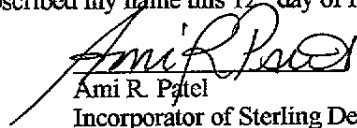
The name and address of Sterling's Incorporator is:

Ami R. Patel
2535 State Road 16
St. Augustine, FL 32092

INDEMNIFICATION

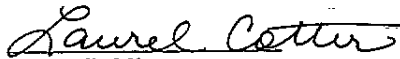
Sterling shall indemnify its officers, directors and authorized agents for all liabilities incurred directly or incidental to services performed for Sterling, to the fullest extent permitted under current of hereinafter enacted Florida law.

IN WITNESS WHEREOF, I have subscribed my name this 12th day of February, 1998.


Ami R. Patel
Incorporator of Sterling Development Group, Inc.

State of Florida
County of St. Johns

The foregoing instrument was acknowledged before me this 12th day of February, 1998 by Ami R. Patel, the Incorporator of the aforesaid Florida Corporation, on behalf of the corporation. She is personally known to me and did take this oath.


Notary Public
State of Florida





CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

IN ACCORDANCE TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

The name of the corporation is: Sterling Development Group

The name and address of the registered agent and office is:

Ami R. Patel

(Name)

2535 State Road 16

(P.O. Box or Mail Drop Box **NOT** acceptable)

St. Augustine 1 FL 32092

(City/State/Zip)

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I, the undersigned, have been named as registered agent and to accept service of process for the
stated corporation at the place designated in this certificate, I hereby accept
appointment as registered agent and agree to act in this capacity. I further agree
to comply with the provisions of all statutes relating to the proper and complete per-
formance of my duties, and I am familiar with and accept the obligations of my posi-
tion as registered agent.

Ami R. Patel
(Signature)

Feb 12, 1998
(Date)