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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: STERLING-WORTHINGTON, INC.

AUDIT NUMBER.....H98000003919

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 2

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02/26/98 14:59 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1998

LOWNDES DROSDICK ET AL

SUBJECT: STERLING-WORTHINGTON, INC.
REF: W98000004375

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 5 states there will be 2 director(s), whereas none is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000003919
Letter Number: 798A00011004

H98000003919

ARTICLES OF INCORPORATION

OF

STERLING-WORTHINGTON, INC.

ARTICLE I - NAME

The name of this corporation is Sterling-Worthington, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be
209 Phipps Plaza, Palm Beach, Florida 33480.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of ONE AND 00/100
DOLLAR (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive,
Orlando, Florida 32803, and the name of the initial registered agent of this corporation at that
address is Kenneth R. Artin.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors. The number of directors may be either
increased or decreased from time to time as provided in the Bylaws of the corporation, but shall
never be less than one (1).

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TALLAHASSEE FLORIDA

This document was prepared by:

Kenneth R. Artin

Florida Bar Number: 0804398

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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ARTICLE VI - INCORPORATOR

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

Kenneth R. Artin 215 North Eola Drive
Orlando, Florida 32803

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 26 day of February, 1998.


Kenneth R. Artin, Incorporator


ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of STERLING-
WORTHINGTON, INC.


Kenneth R. Artin

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue
of the undersigned acting as Incorporator of STERLING-WORTHINGTON, INC.


Kenneth R. Artin

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