

APR-03-98 FRI 01:51 PM CSC

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: THE COMPANY CORPORATION

ACCT#: 110421001316

CONTACT: REGINA CEPHAS

PHONE: (302)575-0440

FAX #: (302)575-1346

NAME: STERLING CONSULTING COMPANY

AUDIT NUMBER.....H98000005503

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

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....0 DEL.METHOD.. FAX (5)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1998

THE COMPANY CORPORATION

SUBJECT: STERLING CONSULTING COMPANY
REF: W98000006801

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The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
Document Specialist

FAX Aud. #: H98000005503
Letter Number: 498A00017821

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**ARTICLES OF INCORPORATION
OF****Sterling Consulting Company**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **Sterling Consulting Company.**
- SECOND:** The address of the initial registered office of the corporation is 238 Wilshire Blvd, Suite 149, Casselberry, FL 32707, County of Seminole. The name of the registered agent located at said address is Orville Baldrige.
- THIRD:** The principal address of the corporation is 238 Wilshire Blvd., Suite 149, Casselberry, FL 32707.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 1,500 shares at .0001 par value.
- SIXTH:** The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Orville Baldrige 1154 Galahad Drive, Casselberry, FL 32707
Charles Kiefner 162 Riverbend Drive, Apt G, Altamonte Springs, FL 32714.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHTH:** The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

This document was prepared by Wendy Snow
The Company Corporation 1313 N. Market Street
Wilmington, DE 19801 (802) 575-0440

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Wendy Snow c/o The Company Corporation
1313 N. Market Street,
Wilmington, DE 19801.

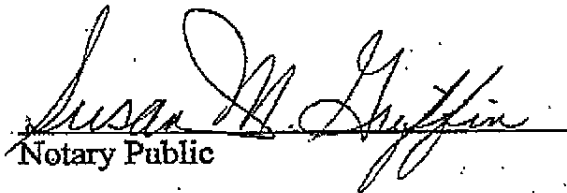
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 16th day of March, 1998.

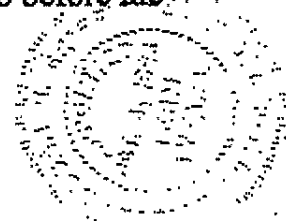


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of March, 1998 by Wendy Snow.


Notary Public



SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow c/o The Company Corporation 1313 N. Market Street, Wilmington, DE 19801-1151. (302) 575-0440.

This document was prepared by Wendy Snow
The Company Corporation, 1313 N. Market Street
Wilmington, DE 19801 (302) 575-04490

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this STERLING CONSULTING COMPANY
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of CASSELBERRY, State of
Florida, has named ORVILLE BALDRIDGE JR. located at
238 WILSHIRE BVD. STE 149
CASSELBERRY, FL 32707 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Orville Baldridge Jr.

12/29/97
Date

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