



P980000 67412

STERLING, HENNING & ASSOCIATES

Certified Public Accountants, P.A.

July 27, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002601243--2

-07/29/98--01030--010

*****78.75 *****78.75

Subject: Sterling Henning Investment Management, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee, designation of registered agent and certificate of status.

From: Kimberly Sterling
1516 East Hillcrest Street, Suite 212
Orlando, Florida 32803
407-894-0400

FILED
98 JUL 29 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AN 8-3-98

**ARTICLES OF INCORPORATION
OF
STERLING HENNING INVESTMENT MANAGEMENT, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1 - NAME OF CORPORATION

The name of this corporation shall be:

STERLING HENNING INVESTMENT MANAGEMENT, INC.

ARTICLE 2 - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3 - GENERAL PURPOSE

The general purpose for which this Corporation is organized shall be:

(1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this

Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE 4 - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE 5 - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 1516 East Hillcrest Street, Suite 212, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Kimberly Sterling. The Board of Directors may from time to time designate a new registered agent.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.

C. The name and street address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is: Clarke Lemons, 1516 E. Hillcrest Street, Suite 212, Orlando, Florida 32803.

ARTICLE 7 - INCORPORATOR

The name and street address of the incorporator of this corporation is: Kimberly Sterling, 1516 East Hillcrest Street, Suite 212, Orlando, Florida 32803.

ARTICLE 8 - AMENDMENT TO ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 27th day of July, 1998.


Kimberly Sterling

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared KIMBERLY STERLING, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the State and County last aforesaid this 27th day of July, 1998.

Helen H. Miza

Notary Public, State of Florida

My Commission Expires:



Helen H Miza
My Commission CC740058
Expires May 8, 2002

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.325 of the Florida Statutes.

Kimberly Sterling

Kimberly Sterling

Date: July 27, 1998

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