

Law Offices  
SANDRA J. AUGUSTINE  
Ocala National Bank Building  
108 North Magnolia Avenue, Suite 404  
Ocala, Florida 34475

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Reply To:  
Post Office Box 6733  
Ocala, Florida 34478

P 9 8 0 0 0 0 7 5 4 0 0  
August 19, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

U. S. A.  
Re: Sterling Group of Florida, Inc.

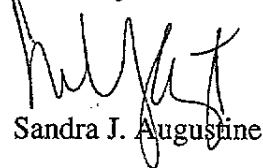
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-08/24/98--01127--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madame:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy. Please return the certified copy to me at the address shown on this letterhead.

Thank you for your consideration in this matter.

Sincerely,

  
Sandra J. Augustine

enclosure

FILED  
98 AUG 24 AM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEB AUG 28 1998

**ARTICLES OF INCORPORATION  
FOR  
THE STERLING GROUP U.S.A., INC.**

The undersigned, desiring to form a corporation in accordance with Chapter 607, Florida Statutes, the Florida General Corporation Act, adopts and files the following Articles of Incorporation.

**Article One  
NAME**

The name of this corporation shall be:  
**THE STERLING GROUP U.S.A., INC.**

**Article Two  
PRINCIPAL OFFICE OF CORPORATION**

The street address of the principal place of business of the corporation shall be 108 N. Magnolia Avenue, #404, Ocala, Florida 34475.

**Article Three  
PURPOSE**

The corporation is formed for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**Article Four  
DURATION**

The term of existence of the corporation is perpetual.

**Article Five  
ISSUANCE OF SHARES**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000. All shares of stock of the corporation shall be common shares.

**Article Six  
REGISTERED AGENT**

The location and address of the corporation's initial registered office in Florida is 108 N. Magnolia Avenue, #404, Ocala, Florida 34475. The initial registered agent at the registered office is Sandra J. Augustine.

**FILED**  
**98 AUG 24 AM 2:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Article Seven  
INCORPORATORS**

The names and street addresses of the incorporators to these articles of incorporation are:

Sandra J. Augustine  
108 N. Magnolia Avenue, #404  
Ocala, Florida 34475

**Article Eight  
INITIAL DIRECTORS**

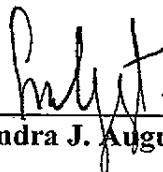
The names and street addresses of the initial directors of the corporation are:

BRENDA L. HAIRSTON  
108 N. Magnolia Avenue, #404  
Ocala, Florida 34475

**Article Nine  
AMENDMENT**

These articles of incorporation may be amended at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise the majority of the voting power of the corporation, or any greater number that may then be required by statute, shall be binding on every shareholder of the corporation as fully as if each shareholder had voted for the change.

**IN WITNESS WHEREOF** we have signed these articles of incorporation on this 27<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
Sandra J. Augustine

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 1998, Sandra J. Augustine who is personally known to me and who did not take an oath.

FILED  
98 AUG 24 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

My commission expires: 03/04/00



KARI P MONROE  
My Commission CC537135  
Expires Mar. 04, 2000

Kari P. Monroe

Notary Public - State of Florida

KARI P. MONROE

Typed or Printed name of Notary

ACCEPTANCE OF REGISTERED AGENT  
OF  
THE STERLING GROUP U.S.A., INC.

Having been named to accept service of process for **THE STERLING GROUP U.S.A., INC.**, at the place designated above in these articles of incorporation, I agree to act in this capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, as well as all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent

DATED this 27<sup>th</sup> day of August, 1998.

Sandra J. Augustine  
Sandra J. Augustine