



**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 SILVER LINING VENTURES, INC.

**ARTICLE II: PRINCIPAL OFFICE**

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

Silver Lining Ventures, Inc.  
2535 State Road 16  
St. Augustine, FL 32092

**ARTICLE III: DURATION**

SILVER LINING VENTURES, INC.. ("Silver Lining") 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**

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

**ARTICLE V: CAPITAL STOCK**

Silver Lining is authorized to issue 5,000 shares of \$1.00 par value common stock. Upon the sale for cash of any new stock of Silver Lining 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 Silver Lining 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

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exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from Silver Lining 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 Silver Lining within thirty (30) days of receipt of notice from Silver Lining.

#### **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 Silver Lining Ventures, Inc. is 2535 State Road 16, St. Augustine, Florida 32092. The initial registered agent of Silver Lining at that address is Ami R. Patel.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

Silver Lining shall initially have five 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 Silver Lining are the following:

Ramu S. Patel  
2535 State Road 16  
St. Augustine, Florida 32092

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

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

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

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

**ARTICLE IX: INCORPORATION**

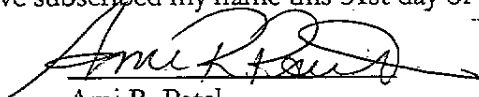
The name and address of Silver Lining's Incorporator is:

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

**INDEMNIFICATION**

Silver Lining 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.

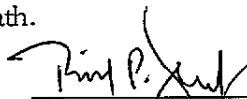
IN WITNESS WHEREOF, I have subscribed my name this 31st day of August, 1998.



Ami R. Patel  
Incorporator for Silver Lining Ventures, Inc.

State of Florida  
County of St. Johns

The foregoing instrument was acknowledged before me this 31st day of August, 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  
Notary Public, Fulton County, Georgia  
State of Georgia My Commission Expires June 4, 1999

08/29/98

10:14 FAX 904 828 2080

RAMU S PATEL

MR PATEL

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# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT 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.

1. The name of the corporation is: SILVER LINING VENTURES, INC.

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

Ami R. Patel  
(Name)  
2535 SR 16  
(P.O. Box or Mail Drop Box NOT acceptable)  
St. AUGUSTINE, FL 32097  
(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Ami R Patel  
(Signature)

Sept 1, 1998  
(Date)