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T R HERRERA FINANCIAL SERVICES, INC.  
1451 NW 108TH AVENUE  
SUITE #314  
PLANTATION, FL 33322  
954-424-7161

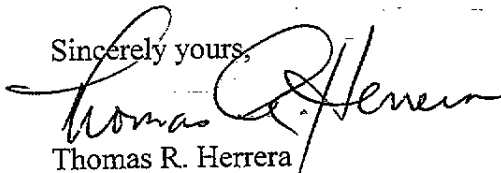
October 15, 1998

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

Dear Sirs:

Enclosed please find my client's check for \$122.50 to cover the incorporation fees for STERLING USA, INC. Thank you for your cooperation in this matter.

Sincerely yours,

  
Thomas R. Herrera  
President

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-10/19/98--01102--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

cc: Joseph Shapiro

F. CHESLER OCT 21 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 19 AM 7:30

**ARTICLES OF INCORPORATION  
OF  
STERLING USA, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I.**

**CORPORATE NAME**

The name of the corporation shall be:

STERLING USA, INC.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall be:

C/O TR HERRERA FINANCIAL SERVICES, INC.  
1451 NW 108TH AVENUE SUITE 314  
PLANTATION, FL 33322-6943

**ARTICLE III.**

**NATURE OF CORPORATE BUSINESS**

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.**

**CAPITAL STOCK**

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V.**

**TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VI.**

**PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

**ARTICLE VII.**

**SPECIAL PROVISIONS**

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

**ARTICLE VIII.**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

JOSEPH SHAPIRO  
C/O TR HERRERA FINANCIAL SERVICES, INC.  
1451 NW 108TH AVENUE SUITE 314  
PLANTATION, FL 33322-6943

**ARTICLE IX.**

**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

**ARTICLE X.**

**INITIAL DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

Name	Address
JOSEPH SHAPIRO	C/O TR HERRERA FINANCIAL SERVICES, INC. 1451 NW 108TH AVENUE SUITE 314. PLANTATION, FL 33322-6943

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

**ARTICLE XI.**

**OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

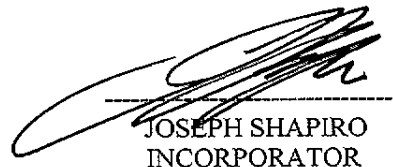
Name	Address
JOSEPH SHAPIRO	C/O TR HERRERA FINANCIAL SERVICES, INC. 1451 NW 108TH AVENUE SUITE 314 PLANTATION, FL 33322-6943

**ARTICLE XII.**  
**INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

JOSEPH SHAPIRO      C/O TR HERRERA FINANCIAL SERVICES, INC.  
1451 NW 108TH AVENUE SUITE 314  
PLANTATION, FL 33322-6943

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
JOSEPH SHAPIRO  
INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF BROWARD )

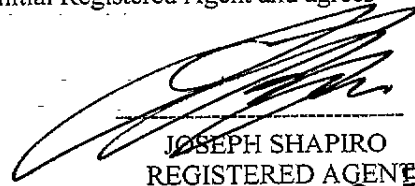
Before me this 15<sup>TH</sup> Day of Oct 1998 personally appeared who: [ ] is personally known to me ~~X~~ has produced proper identification and who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he she executed said Articles of Incorporation.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.





Barbara V Belzer  
My Commission CC531016  
Expires February 8, 2000

  
JOSEPH SHAPIRO  
REGISTERED AGENT

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DIVISION OF CORPORATIONS  
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