

P99000011303

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sterling International
Business Corp

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 4 PM 2:26

✓ Art of Inc. File cert. of Domes.

___ LTD Partnership File _____

___ Foreign Corp. File _____

___ L.C. File _____

___ Fictitious Name File _____

___ Trade/Service Mark 200002765042--1
-02/04/99--01083--004

___ Merger File ****172.50 ****128.75

___ Art. of Amend. File _____

___ RA Resignation _____

___ Dissolution / Withdrawal _____

___ Annual Report / Reinstatement _____

✓ ___ Cert. Copy _____

___ Photo Copy _____

___ Certificate of Good Standing _____

___ Certificate of Status _____

___ Certificate of Fictitious Name _____

___ Corp Record Search _____

___ Officer Search _____

___ Fictitious Search _____

___ Fictitious Owner Search _____

___ Vehicle Search _____

___ Driving Record _____

___ UCC I or 3 File _____

___ UCC II Search _____

___ UCC II Retrieval _____

___ Courier _____

Please
refund overpayment
If any
Thank you

Signature _____

Requested by: CH 2/4 10:10

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RECEIVED
99 FEB - 4 AM 10:31
DIVISION OF CORPORATIONS

CERTIFICATE OF DOMESTICATION

The undersigned, Jorge Luis Herrera, Zadie Llauradó and María Patricia Díaz, all of the directors of Sterling International Business Corp., a Panamanian corporation, (the "Corporation") and Frank R. S. Fabr , Esq., as authorized and empowered in the resolutions of a Special Joint Meeting of Directors and Stockholders of the Corporation held in the city of Panama, Republic of Panama, on January 27, 1999, attached hereto together with the Certificate of Corporate Resolutions, state:

1. That under the provisions of Florida Statute §607.1801, Sterling International Business Corp., organized under the laws of the Republic of Panama on May 8, 1995, hereby elects to change its seat and place of incorporation to the State of Florida, United States of America.
2. That under the provisions of Article 11E of the Commercial Code of the Republic of Panama, Panamanian corporations can change the seat of incorporation by resolution to the effect taken by its stockholders.
3. That Sterling International Business Corp. was incorporated in the city of Panama, Republic of Panama, by Public Deed No. 4,741, dated May 8, 1995, before Notary Third R ben Arosemena Guardia.
4. That the name of the Corporation prior to the filing of this Certificate was Sterling International Business Corp.
5. That the name set forth in the Articles of Incorporation in accordance with Florida Statute §607.0120, is Sterling International Business Corp.
6. That the jurisdiction that constitute the seat, siege social, or principal place of business or central administration of the Corporation immediately prior to the filing of this Certificate of Incorporation is the City of Panama, Republic of Panama.
7. That the five hundred (500) bearer shares issued by Sterling International Business Corp. when first organized in the City of Panama, Republic of Panama on May 8, 1995, have been canceled and exchanged for nominative shares issued by said Corporation as a domesticated Florida corporation.

STERLING INTERNATIONAL BUSINESS CORP.

By: _____

Name: Jorge Luis Herrera

Title: President & Director

By: _____

Name: Zadie Llaurad 

Title: Secretary & Director

By: _____

Name: Mar a Patricia D az

Title: Treasurer & Director

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DIVISION OF CORPORATIONS

Yo, RAQUEL TORRIJOS DE GOMEZ. Notaria Pública
Tercera del Circuito de Panamá, con Cédula No. 8-243-747.

CERTIFICO:

Que la(s) firma(s) anterior(es) de JORGE..LUIS..HERRERA,

ZADIE..LLAURADO,..MARIA..PATRICIA..DIAZ..

ha(n) sido reconocida(s) como suya(s) por los firmantes, por
consiguiente dicha(s) firma(s) es (son) auténtica(s).

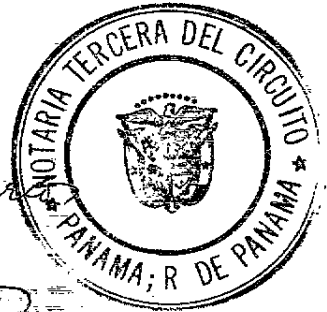
Panamá,

29 ENE 1999

TESTIGO

TESTIGO

Lic. RAQUEL TORRIJOS DE GOMEZ
Notaria Pública Tercera



By

Name: Frank R. S. Fabré
Title: Attorney-in-Fact & Agent

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared FRANK R.S. FABRE, who is to me well known to be the person described in and who subscribed this Certificate of Domestication as Attorney-in-Fact and Agent of Sterling International Business Corp., and he freely and voluntarily acknowledged before me according to law that he made and subscribed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 31st day of January, 1999.

Maria C. Cueto



Maria C. Cueto
Commission # CC 770627
Expires OCT. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

I, RAQUEL TORRIJOS DE GOMEZ,
Notary Public Third of the Circuit
of Panama, with Personal Identity
Card Number 8-243-747

CERTIFY:

That the foregoing signature(s) of JORGE LUIS HERRERA,
ZADIE LLAURADO, MARIA PATRICIA DIAZ
has/have been acknowledged by the signatories as
authentic.

Panama, January 29, 1999.

(Signatures of the two witnesses) (Notary Seal)

Signature

LIC. RAQUEL TORRIJOS DE GOMEZ
Notary Public Third

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned attorney, personally appeared MARIA C.
CUETO, ESQ., who after first being duly sworn deposes and says:

1. That she is an attorney duly licensed to practice law in the
State of Florida, with offices at 717 Ponce de Leon Boulevard, Suite 234, Coral
Gables, Florida 33134.

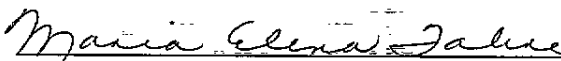
2. That she is proficient in both the English and Spanish
languages.

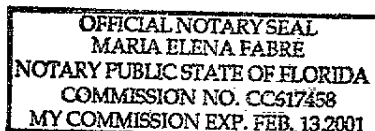
3. That the above is a true English translation of the
acknowledgment written in Spanish appearing from the foregoing document.

FURTHER AFFIANT SAYETH NAUGHT.


MARIA C. CUETO

The foregoing instrument was acknowledged before me this 3rd day of
February, 1999 by MARIA C. CUETO, who is personally known to me and did take
an oath.





ARTICLES OF INCORPORATION
OF
STERLING INTERNATIONAL BUSINESS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB -4 PM 2:26

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is STERLING INTERNATIONAL BUSINESS CORP.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing these Articles with the Secretary of State. (This corporation was originally incorporated on May 8, 1995, under the laws of the Republic of Panama and, having elected to change its seat to the State of Florida, hereby files this Certificate of Incorporation pursuant to Sections 607.1801; 0120; 0202 and 0203 of the Florida Statutes, as amended, for its operation in this State as a Florida corporation).

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134. The initial resident agent of this corporation is: Frank R. S. Fabre, Esq., 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director and first officers who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

Jorge Luis Herrera
Calle 50 Edificio Plaza
Bancomer, 19th Floor
Panama, Republic of Panama

President/Director

Frank R. S. Fabre
717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Fl. 33134

Secretary

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is:

Frank R. S. Fabre
717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Florida 33134

ARTICLE XI - AMENDMENT

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

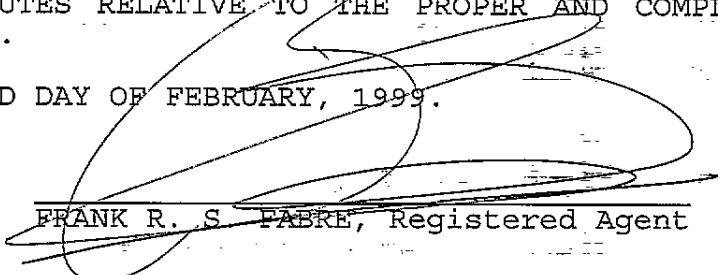
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of February, 1999.

FRANK R. S. FABRE

ACCEPTANCE BY REGISTERED AGENT

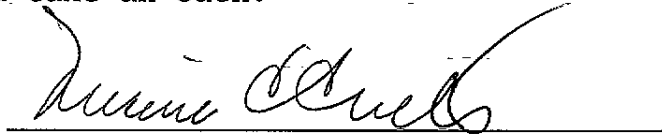
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 3RD DAY OF FEBRUARY, 1999.


FRANK R. S. FABRE, Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me, this 3rd day of February, 1999, by FRANK R. S. FABRE, to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of STERLING INTERNATIONAL BUSINESS CORP. He is personally known to me and did take an oath.



NOTARY PUBLIC
STATE OF FLORIDA
Maria C. Custo
Commission # CC 770627
Expires OCT. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF THE SPECIAL JOINT MEETING OF DIRECTORS AND
STOCKHOLDERS OF STERLING INTERNATIONAL BUSINESS CORP.

I, the undersigned, Secretary of Sterling International Business Corp., a Panamanian corporation (the "Corporation") DO HEREBY CERTIFY:

That a Special Joint Meeting of the Directors and Stockholders of the Corporation, held on January 27, 1999, at 11:00 A.M., being present all of the directors and stockholders, whom waive to their right of prior notice, the following resolutions were unanimously adopted:

RESOLVED: That in accordance with the corporate law of the Republic of Panama, Panamanian corporation are entitled, as of right to transfer their seat to any other jurisdiction and for that purpose the corporation hereby elects to transfer its seat of incorporation to the State of Florida, United States of America.

RESOLVED: That Frank R. S. Fabre, Esq. is hereby appointed Attorney-in-Fact and Agent of this Corporation with full authority and powers to undertake all acts and execute any and all documents required by the State of Florida to effect such change of seat and to comply in full with Florida Statute §607.1801, executing for the purpose the corresponding articles of incorporation, certificate of domestication and any other provisions of Florida law in connection with or in furtherance thereof.

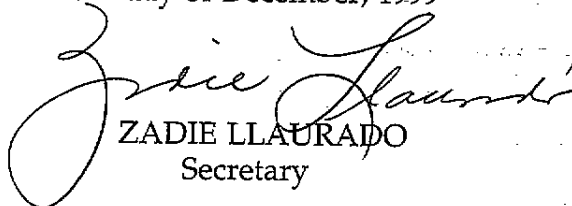
I hereby further ratify that said resolutions of the Board of Directors and Stockholders of the Corporation have not been revoked, modified or amended, and that same are in still full force and effect as of the date of this certification.

I hereby further certify that the Corporation is in good standing as of the date hereof, and that the following are the duly elected officers and directors:

Jorge Luis Herrera
Zadie Llaurodo
Maria Patricia Diaz

President/Director
Secretary/Director
Treasurer/Director

IN WITNESS WHEREOF, I have hereunto set my hand and caused the corporate seal to be hereto affixed this 28th day of December, 1999


ZADIE LLAURADO
Secretary

99 FEB -4 PM 2:26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, RAQUEL TORRIJOS DE GOMEZ,
Notary Public Third of the Circuit
of Panama, with Personal Identity
Card Number 8-243-747

CERTIFY:

That the foregoing signature(s) of ZADIE LLAURADO,
has/have been acknowledged by the signatory(ies) as
authentic.

Panama, January 29, 1999.

(Signatures of the two witnesses) (Notary Seal)

Signature

LIC. RAQUEL TORRIJOS DE GOMEZ
Notary Public Third

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned attorney, personally appeared MARIA C.
CUETO, ESQ., who after first being duly sworn deposes and says:

1. That she is an attorney duly licensed to practice law in the
State of Florida, with offices at 717 Ponce de Leon Boulevard, Suite 234, Coral
Gables, Florida 33134.

2. That she is proficient in both the English and Spanish
languages.

3. That the above is a true English translation of the
acknowledgment written in Spanish appearing from the foregoing document.

FURTHER AFFIANT SAYETH NAUGHT.


MARIA C. CUETO

The foregoing instrument was acknowledged before me this 3rd day of
February, 1999 by MARIA C. CUETO, who is personally known to me and did take
an oath.

