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*****70.00 *****70.00

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

RE: STERLING FINANCIAL SERVICES, INC.
13910 NORTH DALE MABRY HWY STE ONE
TAMPA, FLORIDA 33618

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 AM 10:55

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

PROFIT CORPORATION	
Filing fees	\$35.00
Registered Agent Designation	<u>35.00</u>
	\$70.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

Walter Sanders

WALTER SANDERS

Please mail the Acceptance of the Articles of Incorporation and a stamped copy of the Articles of Incorporation to the registered agent: Walter Sanders

13910 North Dale Mabry Hwy Ste One
Tampa, Florida 33618

2-12
WS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 1, 1999

WALTER SANDERS
13910 N. DALE MABRY HWY., SUITE ONE
TAMPA, FL 33618

SUBJECT: STERLING FINANCIAL SERVICES, INC.
Ref. Number: W99000002476

We have received your document for STERLING FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 399A00004270

ARTICLES OF INCORPORATION
OF
STERLING FINANCIAL SERVICES INTERNATIONAL, INC.
13910 N. DALE MABRY HWY STE ONE
TAMPA, FLORIDA 33618

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 AM 10:55

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be STERLING FINANCIAL SERVICES INTERNATIONAL, INC. THE CORPORATION ADDRESS OF STERLING FINANCIAL SERVICES INTERNATIONAL INC. IS 13910 NORTH DALE MABRY HWY STE ONE, TAMPA, FLORIDA 33618.

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at

pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its

articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare of for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To identify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute S607.014.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE FIVE

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

WALTER SANDERS
13910 NORTH DALE MABRY HWY STE ONE
TAMPA, FLORIDA 33618

ARTICLE SIX

The initial Board of Directors shall consist of a total of 2 person(s), and the name and address of the person(s) to serve as initial director(s) is:


LAWRENCE JOHN MC CREADY
13910 NORTH DALE MABRY HWY STE ONE
TAMPA, FLORIDA 33618

SCOTT ELLIOT MC CREADY
13910 NORTH DALE MABRY HWY STE ONE
TAMPA, FLORIDA 33618

The name and address of the incorporator executing these Articles of Incorporation is:

WALTER SANDERS
13910 NORTH DALE MABRY HWY STE ONE
TAMPA, FLORIDA 33618

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 25TH day of JANUARY, 1999.




WALTER SANDERS

REGISTERED AGENT
TO THE ARTICLES OF INCORPORATION OF
STERLING FINANCIAL SERVICES INTERNATIONAL, INC.

I, WALTER SANDERS, am the registered agent for the record.
I reside at 13910 NORTH DALE MABRY HWY STE ONE, TAMPA,
FLORIDA 33618.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPON-
SIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


WALTER SANDERS
Registered Agent

State of Florida
County of Hillsborough

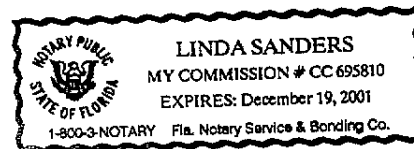
The foregoing instrument was acknowledged before me
this 9th day of February 1999.

By



Notary Public, State of Florida.

My Commission Expires: 12/19/2001



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 AM 10:55