

799000078006

August 25, 1999

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

Re: Sterling Media, Inc.

EFFECTIVE DATE
8.25.99

Dear Sir:

In accordance with my understanding of the requirements to charter the above referenced corporation in the State of Florida, I submit the following enclosed documents:

1. Articles of Incorporation of Sterling Media, Inc.
2. A check drawn in the amount of \$78.75, payable to the Secretary of State. This amount is intended to meet the fees required as follows:

a.) Filing Fee	\$35.00
b.) Designation of Registered Agent	\$35.00
c.) Certified Copy of Articles	<u>\$ 8.75</u>
	\$ 78.75

I trust you will find the enclosed to be in order. Thank you for your prompt attention to this matter. If additional information is required, please contact me.

Respectfully,

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-08/27/99--01081--017
*****78.75 *****78.75

Robert Collins
Robert Collins
Sterling Media, Inc.
1240B SE Highway 484
Ocala, Florida 34480
(352) 527-4393

FILED
99 AUG 27 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe [SEP 01 1999]

ARTICLES OF INCORPORATION
STERLING MEDIA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
NAME

Section 1.1. Name. The name of the corporation is STERLING MEDIA, INC.

Article II
DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within ten days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
PURPOSES

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be organized under the laws of the State of Florida. The general nature of the business to be transacted by this corporation is: to manufacture, transfer, sell, or otherwise dispose of, and to invest in, trade in, deal in, consult for, and with goods, wares merchandise, real and personal property and services of every kind, class and description.

Article IV
CAPITAL STOCK

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Restrictions on Transfer of Stock. Shareholders must first offer shares to the corporation or other existing shareholders prior to offering shares to other prospective purchasers.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Section 4.4. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 4.5. Cumulative Voting. Cumulative voting shall not be permitted.

Article V
INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

Section 5.1. Office. The registered office and the principal office of the corporation in Florida shall be the same. The physical address of this office shall initially be 1240B SE Highway 484, Ocala, Florida 34480.

Section 5.2. Name. The name of the corporation's initial Registered Agent is Robert Collins.

Article VI
THE BOARD OF DIRECTORS

Section 6.1. Number. This corporation shall have 1 director initially. The number of directors may be increased or decreased from time to time, determined by a majority vote of the directors then in office, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the members of the first Board of Directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Robert Collins	1240B SE Highway 484 Ocala, Florida 34480

Article VII
INDEMNIFICATION

Section 7.1. Indemnification. To the full extent permitted by the laws of the State of Florida, the corporation shall have the power to indemnify any past or present director, officer or employee who has been made or who is threatened to be made a party to, witness in, or participant in any civil or criminal law suit or any administrative, arbitative, legislative or investigative proceedings by reason of the fact that the person is a director, office or employee of the corporation.

Article VIII
BYLAWS

Section 8.1. Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article IX
INCORPORATOR

Section 9.1. Name and address. The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Robert Collins	1240B SE Highway 484 Ocala, Florida 34480

Article X
AMENDMENT

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

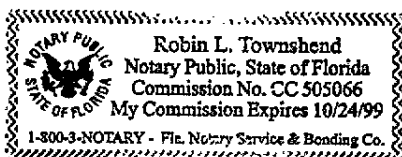
WITNESS the hands and seals of the subscriber this 25th day of August, 1999.

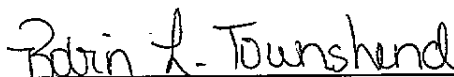

Robert Collins

STATE OF FLORIDA }
 } SS
COUNTY OF Citrus }

The following instrument was acknowledged before me, an office duly authorized to administer oaths and take acknowledgments, personally appeared Robert Collins known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form identification of the above named person: Personally known
and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State
last aforesaid this 25th day of August, 1999.




Notary Signature
Robin L. Townshend
Printed Notary Signature

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statue 48.091, the following is submitted:

Sterling Media, Inc. desiring to organize or qualify under the laws of the State of Florida hereby designates Robert Collins, as registered agent to accept services of process within the State of Florida and the address of its registered office shall be 1240B SE Highway 484, Ocala, Florida 34480.

Robert Collins
Robert Collins

Date: 8/25/1999

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert Collins
Robert Collins

Date: 8/25/1999

FILED
99 AUG 27 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA