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STERLING COMPANIES OF PALM BEACH

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 23, 1999

BROAD AND CASSEL

SUBJECT: STERLING COMPANIES OF PALM BEACH
REF: W99000029241

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
STERLING COMPANIES OF PALM BEACH, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation (hereinafter referred to as the "Corporation") is **STERLING COMPANIES OF PALM BEACH, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is 209 Phipps Plaza, Palm Beach, FL 33480, or in any other city in the State of Florida designated by the Board of Directors from time to time.

**ARTICLE III
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is B & C Corporate Services, Inc., and the address of the Corporation's registered office is 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator of the Corporation is: Joseph I. Emas, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

THIS DOCUMENT PREPARED BY:

JOSEPH I. EMAS, ESQ.

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BROAD AND CASSEL

FL BAR NO. 0004952

201 S. Biscayne Boulevard, Suite 3000

Miami, Florida 33131

(305) 373-9400

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**ARTICLE V
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE VI
TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII
CAPITAL STOCK**

The Corporation is authorized to issue 10,000,000 shares of common stock, par value \$.001 per share.

**ARTICLE VIII
DIRECTORS**

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

Brian Kosoy
209 Phipps Plaza
Palm Beach, FL 33480

**ARTICLE IX
AFFILIATED TRANSACTIONS**

The Company expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X
CONTROL SHARE ACQUISITIONS**

The Company expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of December, 1999.



Joseph A. Emas, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES, INC., a
Florida corporation**

By:

Anna Salgado
Anna Salgado, Vice President

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