

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

~~STERLING ACQUISITION CORPORATION~~

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **November 01, 1990**



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Elizabeth M. Gatzala*

ARTICLES OF INCORPORATION  
OF  
STERLING ACQUISITION CORPORATION

SECRETARY OF STATE  
MAY 1 2 57 PM '98

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Sterling Acquisition Corporation.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of \$.01 par value common stock.

FIFTH: Shareholders shall not have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH: A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except: (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 30-1-48 of the Idaho Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended or superseded after the filing of these Articles Incorporation to further eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act. The affirmative vote of at least two-thirds (2/3) of the total votes eligible to be cast at a legal meeting duly called and held, shall be required to amend, repeal or adopt any provision inconsistent with this provision. Any repeal or modification of this provision by the shareholders of the corporation shall not adversely affect any right of protection of a director of the corporation existing at the time of such repeal or modification.

SEVENTH: The address of the initial registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701 and the name of its initial registered agent at such address is C T Corporation System.

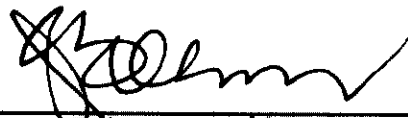
EIGHT: The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
David L. Steffy	660 Newport Center Drive, #470 Newport Beach, CA 92660
Janet Hickey	140 Broadway New York, NY 10005
Howard C. Landis	36 Grove Street New Canaan, CT 06840

NINTH: The name and address of the incorporator is:

John E. Gillmor	1200 One Commerce Place Nashville, TN 37239
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Dated October 30, 1990.

  
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John E. Gillmor  
Incorporator