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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/05/00--01121--009
*****78.75 *****78.75

SUBJECT: RED PEARL BAY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Mr. Mark A. DeSerio
Name (Printed or typed)

5014 Gulfport Blvd. #10
Address

Gulfport, FL 33707
City, State & Zip

727-867-3666
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP -5 PM 12:24

FILED

SEP 7 2000

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

RED PEARL BAY, INC.

FILED
00 SEP -5 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation shall be RED PEARL BAY, INC., and its initial principal office and address shall be at 5014 Gulfport Boulevard #10, Gulfport, FL. 33707.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 5000 shares of common stock, with a par value of \$0.02 per share. The total number of shares shall have an aggregate par value of \$100.00. Each share of authorized stock which is initially sold shall be fully paid before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is Mark A. DeSerio, 5014 Gulfport Boulevard #10, Gulfport, FL 33707.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the contest requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name(s) and address(es) of the first board of directors are:

Mark A. DeSerio

5014 Gulfport Boulevard #10
Gulfport, FL 33707

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until his successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Secretary and Treasurer, and such other officers as the board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below designated offices until their successors are elected and qualified:

President - Mark A. DeSerio
Vice-President - Mark A. DeSerio
Secretary/Treasurer - Mark A. DeSerio

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is Mark A. DeSerio, 5014 Gulfport Boulevard #10, Gulfport, FL 33707.

ARTICLE IX

AUTHORITY TO INCREASE CAPITOL STOCK: The capital stock authorized may be increased by a majority vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the shareholders.

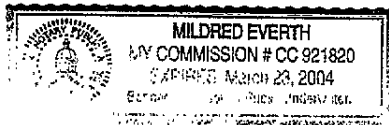
ARTICLE XII

AMENDMENT: The power to amend these articles shall be held exclusively by the shareholders. An amendment hereto shall require a majority vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29th day of August, 2000.

WITNESSES:

Dolores Mcquest
Mildred Everth



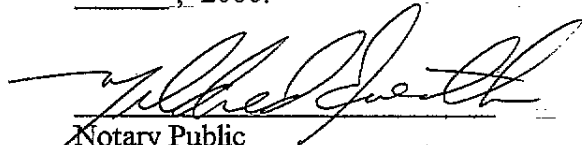
Mark A. Deserio
MARK A. DESERIO
Incorporator



STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Mark A. DeSerio, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.


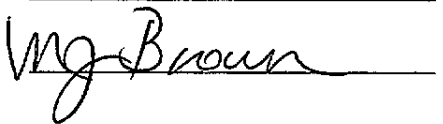
WITNESS my hand and official seal this 29th day of August, 2000.


Notary Public
My commission expires: 3/23/04

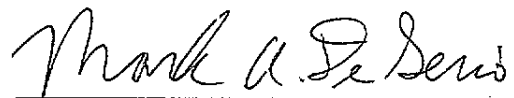


IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation on this 29th day of August, 2000. I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

WITNESSES:

STATE OF FLORIDA
COUNTY OF PINELLAS


MARK A. DESERIO
Registered Agent

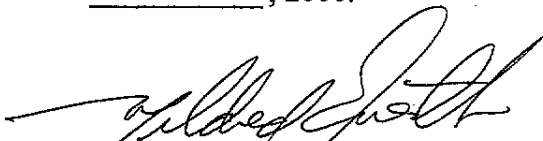
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP -5 PM 12:21

FILED

BEFORE ME, the undersigned authority, personally appeared MARK A. DESERIO, Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of August, 2000.


Notary Public
My commission expires: 3/23/04

