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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PEARL BY THE SEA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Pearl By The Sea, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1710 E. Hallandale Beach Blvd.  
Hallandale Beach, Florida 33009

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

one thousand (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Larry S. Tolchinsky, Esq.  
2100 E. Hallandale Beach Blvd. #200  
Hallandale Beach, Florida 33009

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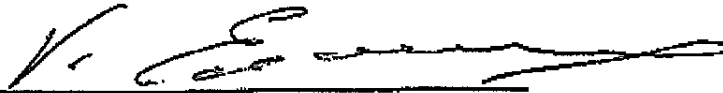
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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Vladimir Edelshtein  
1710 E. Hallandale Beach Blvd.  
Hallandale Beach, Florida 33009

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 28 day of September, 2000.



Signature

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Pearl By The Sea, Inc.

2. The name and address of the registered agent and office is:

Larry S. Tolchinsky, Esq.  
2100 E. Hallandale Beach Blvd. #200  
Hallandale Beach, Florida 33009

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(Signature)

9/25/00  
(Date)

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