

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000027133
Pearl, Inc.

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-03/15/01--01088--029
*****70.00 *****70.00

- ✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____
- FILED
01 MAR 15 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA
- RECEIVED
01 MAR 15 PM 2:35
MAR 15 2001
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: *WC*

Name _____

Date *3/15*

Time *2:00*

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

PEARL, INC

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

ARTICLE I

The name and address of the corporation is:

PEARL, INC
840 SO. GRANDE HWY # 14
CLERMONT FL 34711

ARTICLE II

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two hundred and fifty shares of common stock having a par value of ten dollars and no cents (\$10.00) per share, with this consideration to be paid for each share to be in money, property or services as may be fixed by the Board of Directors.

ARTICLE IV

The period of duration of the corporation is perpetual.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is:

KYIN SEIN AU
840 SO. GRANDE HWY # 14
CLERMONT FL 34711

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MAR 15 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of meetings of the Directors. Nothing in this article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

The name and address of the Director of this Corporation is:

KYIN SEIN AU
840 SO. GRANDE HWY # 14
CLERMONT FL 34711

ARTICLE VIII

The name and address of the incorporator signing these articles is:

KYIN SEIN AU
840 SO. GRANDE HWY # 14
CLERMONT FL 34711

ARTICLE IX

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them at the stockholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, THE UNDERSIGNED does set his hand and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 8th day of MARCH, 2001.



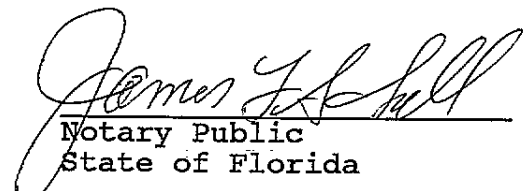
KYIN SEIN AU

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared KYIN SEIN AU, Who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth

IN WITNESS WHEREOF I have hereunto set my hand and my official seal, in said County and State this 8th day of MARCH, 2001.

My Commission Expires:



Notary Public
State of Florida



James L. Schell
Commission # CG 908550
Expires Feb. 7, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Chapter 48, Florida Statutes, the following is
submitted, in compliance with said act:

PEARL INC., desiring to organize as a corporation under the laws of
the State of Florida with its registered office at 840 SO. GRANDE
HWY # 14, CLERMONT FL 34711, named KYIN SEIN AU located at the
above registered office as its Registered Agent to accept service
of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation at place designated in this certificate, I hereby accept
to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.

By



KYIN SEIN AU
Registered Agent

DATE

MARCH 8, 2001

FILED
01 MAR 15 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA