

PO2000043493

TRANSMITTAL LETTER

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

900005271959-9
-04/15/02-01043-004
*****70.00 *****70.00

SUBJECT:

THE PEARSE CORPORATION.

(Proposed corporate name - must include suffix)

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

\$70.00 for Filing Fee.

From: François A. Bonetto,
2300 Griffin Road, Suite 14,
Ft. Lauderdale,
Florida 33312-5961.
Tel.: Day (954) 620-7487
Eve (954) 962-3401

Thank You.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

02 APR 15 PM 4:46

R. VARNADORE APR 22 2001

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02 APR 15 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned Incorporators, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: CORPORATE NAME:

The name of the Corporation shall be

THE PEARSE CORPORATION

ARTICLE II: DURATION:

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III: PURPOSE:

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV: CAPITAL STOCK:

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is ***6,000*** (six thousand) shares of common stock having a nominal value or par value of ***\$1.00*** (One dollar U.S.) per share.

ARTICLE V: INITIAL PRINCIPAL OFFICE:

The street address of the initial principal office and, if different, the mailing address is:

**THE PEARSE CORPORATION,
233 N.E. 1st Terr, Suite B
Dania,
Florida 33004.**

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered Agent is:

Paul- Emile Arsenault,
223, N.E. 1st Terr. Suite B,
Dania,
Florida 33004

ARTICLE VII: INITIAL BOARD OF DIRECTORS:

This Corporation shall have one [1] Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one [1]. The name and address of the initial Director of the Corporation is as follow:

Paul-Emile Arsenault,
223, N.E. 1st Terr. Suite B,
Dania,
Florida 33004.

ARTICLE VIII: INCORPORATORS:

The name and street address of the Incorporator
signing these articles of Incorporation is as follow:

Paul-Emile Arsenault,
223, N.E. 1st Terr. Suite B,
Dania,
Florida 33004.

The undersigned Incorporator
has executed these Articles of Incorporation on
this 12th day of the month of April, A.D. 2002

Signature: Paul Arsenault

NOTE: Affixing an Officer title after a signature of
an Incorporator does not constitute the
designation of Officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

THE DEARSE CORPORATION

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

Paul-Emile Arsenault,
223 N.E. 1st Terr, Suite B,
Dania,
Florida 33004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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: Paul Arsenault

Date: This 12th day of April, A.D. 2002.

**DIVISION OF CORPORATIONS,
TALLAHASSEE, FLORIDA 32314**

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 12th day of the month of April, A.D. 2002.

Paul Arsenault

Paul-Emile Arsenault
Registered Agent

STATE OF FLORIDA]
COUNTY OF BROWARD]

I hereby certify that on this day, before me, François A. Bonetto, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared Paul-Emile Arsenault, known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above, this 12th day of the month of April, A.D. 2002.

Seal



François A. Bonetto
Commission # CG 834861
Expires June 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

François A. Bonetto

François A. Bonetto
Notary Public

I, Paul-Emile Arsenault, by execution hereof, accept the designation as Registered Agent of this Corporation.

Paul Arsenault

Paul-Emile Arsenault