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FLORIDA DEPARTMENT OF STATE Ken Detzner Secretary of State

January 28, 2003

UCC FILING & SEARCH SERVICES

SUBJECT: PEARLS, INC. Ref. Number: W03000002523

We have received your document for PEARLS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch Document Specialist New Filing Section

Letter Number: 903A00005256

DIAISION OF CONFONATION

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SECEINED

ARTICLES OF INCORPORATION FOR TRILLION MORTGAGE AND INVESTMENTS, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I NAME

The name of the corporation shall be Trillion Mortgage and Investments, Inc.

ARTICLE 2 PRINCIPAL PLACE OF BUSINESS

The address and principal place of business of the corporation is 407 South Dixie Highway Suite 100 Lake Worth, Florida 33460.

ARTICLE 3 DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE 4 GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes of this corporation are those of carrying on any lawful business permitted to a corporation for profit under Chapter 607 of the Florida Statutes, and any other rights and powers vested in corporations for profit under the Florida Statutes, or as may be granted under any amendments thereto at any time thereafter.

ARTICLE 5 CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue of have outstanding at any one time is One Thousand (1,000) shares. These shares shall be of a single class of common stock, and shall have no par value.

ARTICLE 6 CAPITALIZATION

The amount of capital with which the corporation will begin business shall be the sum of not less than \$500.00 dollars.

ARTICLE 7 CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

ARTICLE 8 DIRECTORS

The number of Directors of this corporation shall be at least one and no more than five. The name and street address of the members of the first Board of Directors of this Corporation is as follows:

Elizabeth Harper, 407 South Dixie Highway Suite 100 Lake Worth, FL 33460 Melissa Puleo, 407 South Dixie Highway Suite 100 Lake Worth, FL 33460

ARTICLE 9 INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Elizabeth Harper, 407 South Dixie Highway Suite 100 Lake Worth, FL 33460 Melissa Puleo, 407 South Dixie Highway Suite 100 Lake Worth, FL 33460

ARTICLE 10 REGISTERED AGENT

The name and address of the registered agent shall be:

Steven Ginns, 370 W. Camino Gardens Blvd. Suite 300 Boca Raton, Florida 33432.

ARTICLE 11 DISSOLUTION

The corporation may be dissolved at any time by (1) unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of

the outstanding shares of the corporation who are entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholders to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned have subscribed their names on this

24 THday of January, 2003.

Witness

Mitness

Melissa Puleo, Incorporator

Elizabeth A. Harper, Incorporator

Acceptance of Registered Agent

I am familiar with and accept the duties and responsibilities as resident agent.

Steven Ginne

STATE OF FLORIDA COUNTY OF PALM BEACH

SUBSCRIBED AND ACKNOWLEGED before me, the undersigned authority, by Melissa Puleo, who provided her Florida Drivers License as identification on this day of January, 2003 and by Elizabeth A. Harper, who provided her Florida Drivers License as identification on this day of January, 2003 and who acknowledged to me that they freely and voluntarily executed the foregoing Articles of Incorporation for the purposes therein set forth.

lotary Public, State of Florida

My Commission Expires:

