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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-23-08
WCC

COVER LETTER

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

SUBJECT: Pearlson Shiplift Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Bryan S. Fraind
Name (Printed or typed)

12030 S.W. 114 Place
Address

Miami, FL 33176
City, State & Zip

(305) 720-2536
Daytime Telephone number

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

ARTICLES OF INCORPORATION

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ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Pearlson Shiplift Corporation and its principal place of business shall be located at 12030 S.W. 114 Place, Miami, FL 33176.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12030 S.W. 114 Place, Miami, FL 33176, and the name of the initial registered agent of this corporation at that address is Bryan S. Fraind, Esq.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have Three (3) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
<u>Douglas Pearlson</u>	12030 S.W. 114 Place Miami, FL 33176
<u>Bryan S. Fraind</u>	12030 S.W. 114 Place Miami, FL 33176
<u>Robert Chinick</u>	12030 S.W. 114 Place Miami, FL 33176

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
<u>Douglas Pearlson</u> President	12030 S.W. 114 Place Miami, FL 33176
<u>Bryan S. Fraind</u> Vice President , Secretary	12030 S.W. 114 Place Miami, FL 33176
<u>Robert Chinick</u> Treasurer	12030 S.W. 114 Place Miami, FL 33176

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
<u>Bryan S. Fraind</u>	12030 S.W. 114 Place Miami, FL 33176

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: September 12, 2008

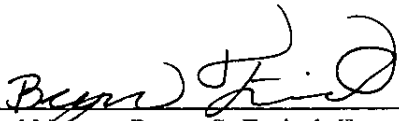
By Bryan S. Fraind
Printed Name: Bryan S. Fraind, Esq.
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Pearlson Shiplift Corporation desiring to organize or qualify under the laws of the State of Florida, has named Bryan S. Fraind, Esq., located at 12030 S.W. 114 Place, Miami, FL 33176, as its agent to accept service of process within Florida.

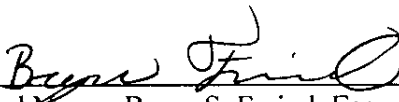
Dated: September 12, 2008

By 
Printed Name: Bryan S. Fraind, Esq.
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: September 12, 2008

By 
Printed Name: Bryan S. Fraind, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA