

995000029364

MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

SIXTH FLOOR - PLAZA CENTER WEST

251 ROYAL PALM WAY

P O BOX 2715

PALM BEACH, FLORIDA 33400

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 659 1111
CABLE MENDOZA PB
FAX (407) 659 4009

April 7, 1995

VIA FEDERAL EXPRESS

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

900001453279
-04/11/95--01073--011
122.50 *70.00

RE: PALM BEACH TRANS-
ITIONS, INC.
Our File No. 4952.2

Gentlemen:

Enclosed herewith to be filed with your office,
please find the Articles of Incorporation and Resident
Agent form for the captioned entity. Also enclosed
herewith please find my firm check in the amount of
\$122.50 to defray the costs set forth below:

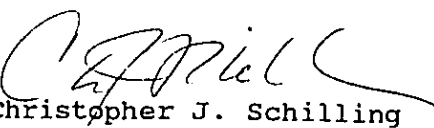
Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	\$ 52.50

TOTAL:	\$122.50
	=====


For your convenience in returning to me a certi-
fied copy of the Articles of Incorporation, I have
enclosed herewith a photocopy of the same.

Thank you for your cooperation in this matter.

Sincerely,


Christopher J. Schilling

CJS/mk
Enclosures

4/14/95


MGMIII/mk
4932.2
04/07/95

ARTICLES OF INCORPORATION
OF
PALM BEACH TRANSITIONS, INC.

Article I - Name

The name of this corporation is PALM BEACH TRANSITIONS, INC.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

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 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Mario G. de Mendoza, III, Esquire.

Article VII - Initial Board of Directors

The 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 never be less than one (1). The name of the initial director of this corporation is:

MARIO G. de MENDOZA, III
Mendoza, Callas & Schilling
251 Royal Palm Way
Palm Beach, Florida 33480

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

MARIO G. de MENDOZA, III
Mendoza, Callas & Schilling
251 Royal Palm Way
Palm Beach, Florida 33480

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.


Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of April, 1995.



Mario G. de Mendoza, III
Subscriber

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared MARIO G. de MENDOZA, III, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7th day of April, 1995.


Notary Public-State of Florida
at Large

Commission No.: CC-380913
Commission Expires: 06/08/98



MICHELLE C. KIRNER
My Comm Exp. 6/08/98
Bonded By Service Ins
No. CC380913
☐ Personally Known ☐ Other L.R.

MGMIII/mk
4952.2
04/07/95

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT: **PALM BEACH TRANSITIONS, INC.** desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at Town of Palm Beach, State of
Florida, has named Mario G. de Mendoza, III, Esq., located at
251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480, as
its agent to accept service of process within Florida.

PALM BEACH TRANSITIONS, INC.

SIGNATURE: 

Mario G. de Mendoza, III

TITLE: Assistant Secretary

DATE: April 7, 1995

HAVING BEEN NAMED 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, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

Mario G. de Mendoza, III

DATE: April 7, 1995

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MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

SIXTH FLOOR - PLAZA CENTER WEST

251 ROYAL PALM WAY

P. O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN C. CALLAS
MARIO G. DE MENDOZA III
CHRISTOPHER J. SCHILLING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 11 PM 2:49

TELEPHONE (407) 659-1111
CABLE MENDOZA PB
FAX (407) 659-4009

April 10, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

000001453840
-04/12/95--01009--005
*****87.50 *****87.50

RE: Palm Beach
Transitions, Inc.
Our File No. 4952.2


Gentlemen:

Enclosed herewith please find an original and a copy of a fully executed First Amendment to the Articles of Incorporation for PALM BEACH TRANSITIONS, INC., changing its name to PEARADEAN, INC.

Please file the same with the Secretary of State and thereafter forward a certified copy of the First Amendment to the undersigned for placement in the corporate records. A check in the amount of \$87.50 is also enclosed to defray the cost of filing the First Amendment for a Profit Corporation (\$35.00) and obtaining a certified copy of the same (\$52.50).

Your cooperation and assistance in this matter will be most sincerely appreciated.

Sincerely,


Mario G. de Mendoza, III

HQMIII/dw
Enclosures

W/C
M
4-17

RECEIVED
1995
04/10/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 11 PM 2:49

FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION OF
PALM BEACH TRANSITIONS, INC.

RESOLVED that Article I of the Articles of Incorporation of PALM BEACH TRANSITIONS, INC. be amended to read as follows:

ARTICLE I
Name

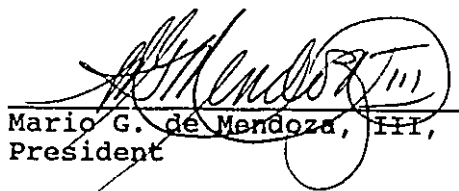
The name of this corporation is PEARADEAN, INC.

Be it further resolved that this amendment shall be effective when approved by the Department of State of the State of Florida.

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I, MARIO G. de MENDOZA, III, do hereby certify that I am the President of PALM BEACH TRANSITIONS, INC., a corporation organized under the laws of the State of Florida; that the foregoing resolution amending the Articles of Incorporation of said corporation and providing for an effective date for said amendment were adopted by the unanimous vote of the Board of Directors and of the stockholders of said corporation at a joint meeting of the Directors and Stockholders held on the 7th day of April, 1995, notice of which was waived pursuant to the laws of the State of Florida.



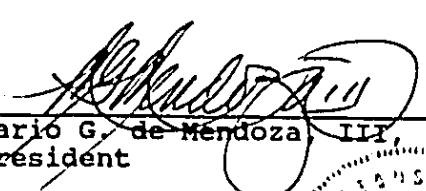
Mario G. de Mendoza, III,
President

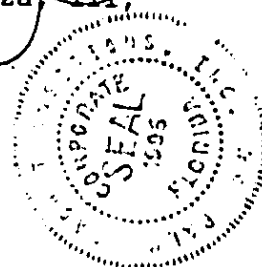
IN WITNESS WHEREOF, PALM BEACH TRANSITIONS, INC. has caused these presents to be signed in its name by its proper officer and its corporate seal to be affixed by its President this 7th day of April, 1995.

PALM BEACH TRANSITIONS, INC.

CORPORATE SEAL

By:

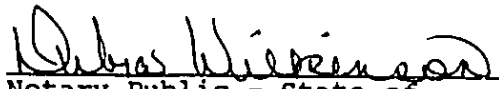

Mario G. de Mendoza, III,
President



STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that, before me personally appeared MARIO G. de MENDOZA, III, as President of PALM BEACH TRANSITIONS, INC., a corporation under the laws of the State of Florida, who is personally known to me.

WITNESS my hand and official seal this 7th day of April, 1995.


Notary Public - State of
Florida at Large

My commission expires: 3-22-97
Commission Number: CC-260085

(NOTARY SEAL)

