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FILED

95 MAY 23 11 21 10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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***122.50 ***122.50

TODD A. STERZOV
Holland and Knight

(Requester's Name)

315 South Calhoun Street Suite 600

(Address)

Tallahassee, Florida 32302

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cohen and Pearl, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

~~12:00~~ 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
95 MAY 23 PM 12:29
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS MAY 23 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
COHEN AND PERL, INC.

FILED
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The undersigned, acting as incorporator of Cohen and Perl, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

COHEN AND PERL, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

1000 West Avenue
Miami Beach, Florida 33139

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the corporation's initial registered agent at that address is Corporation Service Company.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Mihai Perl	1000 West Avenue Miami Beach, Fl. 33139
Eli Cohen	1000 West Avenue Miami Beach, Fl. 33139

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Duccio Mortillaro	701 Brickell, Suite 3000 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 5th day of May, 1995.

A handwritten signature in dark ink, appearing to read 'Duccio Mortillaro', written over a horizontal line.

Duccio Mortillaro, Incorporator

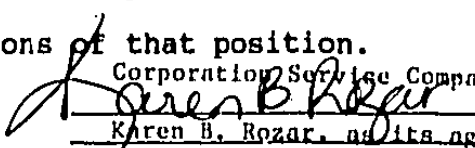
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

That COHEN AND PERL, INC., desiring to organize under the laws
of the State of Florida with its initial registered office, as
indicated in the Articles of Incorporation, at 1201 Hays Street,
Tallahassee, 32301, State of Florida, has named Corporation
Service Company, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
corporation named above, at the place designated in this
certificate, I agree to act in that capacity, to comply with the
provisions of the Florida Business Corporation Act, and am familiar
with, and accept, the obligations of that position.


Corporation Service Company

Karen B. Rozar, as its agent

MZA-294446

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FBI - TAMPA