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OF COUNSEL

July 20, 1995

✓  
REPLY TO:  
HISTORIC STAR GARAGE  
105 S.E. 1ST AVENUE, SUITE 1  
GAINESVILLE, FLORIDA 32601-6819  
FAX: (904) 376-0026

REPLY TO:  
HALL VILLAGE CENTER  
9120 S.W. 46TH BOULEVARD  
GAINESVILLE, FLORIDA 32608-7149  
FAX: (904) 335-5869

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

Re: Articles of Incorporation  
Pearl River, Inc.

Dear Madam/Sir:

Enclosed is an original and one copy of the Articles of Incorporation of Pearl River, Inc., along with a check for \$122.50 for the filing fee.

Please process the articles in the usual manner. Please contact me at the above number with any questions.

Thank you for your assistance.

Sincerely,



Steven J. Kalishman  
Attorney for Pearl River, Inc.

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SECRET  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**PEARL RIVER, INC.**

The undersigned subscribers to the Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

**ARTICLE I - NAME**

The name of this corporation shall be Pearl River, Inc.

**ARTICLE II - PURPOSE**

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

**ARTICLE III - DURATION**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 29416 W. Newberry Road, Newberry, FL 32669. Its registered agent to accept service of process within Florida is Shiuwah Leung.

**ARTICLE VI - MANAGEMENT OF CORPORATION**

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, through bylaws adopted by the shareholders.

The names and addresses of the initial directors are:

Shiuwah Leung  
P.O. Box 988  
Newberry, FL 32669-0988

Kwong Mo  
P.O. Box 988  
Newberry, FL 32669-0988

65 JUL 24 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VII - INCORPORATOR

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

Shiuwah Leung  
P.O. Box 988  
Newberry, FL 32669-0988

## ARTICLE VIII - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares.

## ARTICLE IX - AMENDMENTS

Amendments to the Articles of Incorporation shall be made in the following manner: the Board of Directors shall adopt a resolution setting forth the proposed amendment, and, if shares have been issued, directing that it be submitted to a vote at a meeting of the shareholders. If no shares have been issued, the amendment shall be adopted by a vote of the majority of the directors, and the provision for adoption by the shareholders shall not apply.

## ARTICLE X - 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 Incorporator has executed these Articles of Incorporation this 12 day of July, 1995.

Shiuwah Leung  
SHIUWAH LEUNG, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared SHIUWAH LEUNG, made known to me to be the person described in and who signed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal this 12th day of July, 1995.

Dolly L. Templeton  
NOTARY PUBLIC  
STATE OF FLORIDA  
My commission expires:



DOLLY L. TEMPLETON  
My Commission CC481207  
Expires May. 09, 1999  
Bonded by HAI  
800-422-1666

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE  
OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091(1) AND 607.034, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

That PEARL RIVER, INC., desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at 29416 W. Newberry Road, Newberry,  
FL 32669, has named SHIUWAH LEUNG as its agent to accept service of process within  
Florida.

Dated: 7/12/95

Shiuwah Leung  
SHIUWAH LEUNG  
President

Having been named to accept service of process for the above-named 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.

Shiuwah Leung  
SHIUWAH LEUNG  
As Registered Agent

Dated: 7/12/95