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NAME: BLACK PEARL, INC.

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ARTICLES OF INCORPORATION  
OF  
BLACK PEARL, INC.

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SECRETARY OF STATE  
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I, the undersigned, being of legal age, do hereby present these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be: BLACK PEARL, INC.

ARTICLE II

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

To improve, buy, sell, mortgage, deal in and with, dispose or, manage and operate real property, both improved and unimproved, and personal property of whatsoever, nature or kind, as owner, agent, or factor or broker.

To buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description.

To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise, and real and personal property of every kind and description.

David Feldman, Esq.  
Fl. Bar No. 155667  
(305) 594-4721

407 Lincoln Rd. PHNE  
Miami Bch., FL 33139

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To do any and all things, and everything necessary for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereto, necessary and incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Director(s) of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at five (\$5.00) dollars per share.

#### ARTICLE IV

The amount of capital with which the corporation shall begin shall be five hundred (\$500.00) dollars.

#### ARTICLE V

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Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata 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

The corporation shall have perpetual existence.

ARTICLE VII

The principal office of the corporation shall be located at:  
401 Biscayne Boulevard, Bay N-117, Miami, Florida 33132.

ARTICLE VIII

The street address of the initial registered office of this corporation is: 407 Lincoln Road, PH NE, Miami Beach, Florida 33139 and the name of the initial Registered Agent of this corporation at that address is: David Feldman, Esquire.

ARTICLE IX

This 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 shall never be less than one.

The name and addresses of the initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
CARLOS STRALLNIKOFF	401 Biscayne Boulevard, N-117 Miami, Florida 33132

ARTICLE X

The officers of this corporation, until the first meeting shall be as follows:

CARLOS STRALLNIKOFF, President/Director/Secretary/Treasurer

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ARTICLE XI

This corporation shall, in its by-laws, allow for qualification for the Stockholder's Consent to election under Internal Revenue Code in re sub-chapter S, Section 1372, and Section 1244.

ARTICLE XII

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

CARLOS STRALLNIKOFF

ARTICLE XIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV

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

ARTICLE XVI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

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amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 1996.

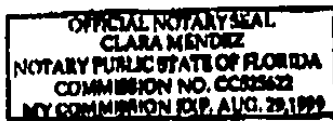
  
CARLOS STRALLNIKOFF

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was sworn to and subscribed before me this 4TH day of March, 1996 by CARLOS STRALLNIKOFF, who is personally known to me ( ) or who produced \_\_\_\_\_ driver's license(s) ( )/passport(s) ( ) as identification and who did take an oath.

  
Notary Public  
Print Name: Clara Mendez

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That BLACK PEARL, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, designates DAVID FELDMAN, Esquire, 407 Lincoln Road, PH NE, Miami Beach, Florida 33139, as its Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation, at this place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
DAVID FELDMAN, Esquire  
Registered Agent

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